

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-2(a))

INFORMATION TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS
THERE TO FILED PURSUANT TO RULE 13d-2(a)

Amendment No. 1

SONUS NETWORKS, INC.

(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE

(Title of Class of Securities)

835916 10 7

(CUSIP Number)

Andrew J. Nussbaum, Esq.
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 7, 2001

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), Section 240.13d-1(f) or Section 240.13d-1(g), check the following box: []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

Ansari has shared, with Perseus Partners, Ltd., voting power but generally does not have (and within 60 days of the date of this filing is not expected to have) any dispositive power or other economic rights, and (iii) 550,000 shares of Common Stock issued to Ms. Ansari as a restricted stock award under the Issuer's 2000 Retention Plan, which vest in whole or in part upon satisfaction of both the business-related performance milestones referenced in clause (i) above and Ms. Ansari's continued employment with the Issuer through certain dates, the first of which is October 31, 2002, over which Ms. Ansari has sole voting power but generally does not have (and within 60 days of this filing is not expected to have) any dispositive power or other economic rights. The shares described in clause (i) represent 1.2% of the outstanding Common Stock; the shares described in clause (ii) represent 0.7% of the outstanding Common Stock; and the shares described in clause (iii) represent 0.3% of the outstanding common stock.

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ansari Enterprises, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas

NUMBER OF	7	SOLE VOTING POWER
SHARES	0	

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	5,798,440	

EACH	9	SOLE DISPOSITIVE POWER
REPORTING	0	

PERSON	10	SHARED DISPOSITIVE POWER
WITH	5,798,440	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,798,440 shares of Common Stock*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES *

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.9%*

14 TYPE OF REPORTING PERSON

* Includes 5,798,440 shares of Common Stock beneficially owned by the other Reporting Persons, with respect to which voting and dispositive power is shared. Does not include (i) 2,357,890 shares held in escrow pending satisfaction of certain business-related performance milestones and expiration of certain indemnity obligations, over which Ansari Enterprises, LLC has shared voting power with the other Reporting Persons but generally does not have (and within 60 days of the date of this filing is not expected to have) any dispositive power or other economic rights, and (ii) 1,328,913 shares of Common Stock held in escrow in the name of Perseus Partners, Ltd. to fund certain

stock options granted to employees of the Issuer, over which Ansari Enterprises, LLC has shared, with Perseus Partners, Ltd., voting power but generally does not have (and within 60 days of the date of this filing is not expected to have) any dispositive power or other economic rights. The shares described in clause (i) represent 1.2% of the outstanding Common Stock; and the shares described in clause (ii) represent 0.7% of the outstanding Common Stock.

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Perseus Partners, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF	7	SOLE VOTING POWER
SHARES	3,616,540	

BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	0	

EACH	9	SOLE DISPOSITIVE POWER
REPORTING	3,616,540	

PERSON 10 SHARED DISPOSITIVE POWER

WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,616,540 shares of Common Stock*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

[X]*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.8%*

14 TYPE OF REPORTING PERSON
PN

* Does not include (i) 1,757,890 shares of Common Stock held in escrow in the name of Perseus Partners, Ltd. pending satisfaction of certain business-related performance milestones and expiration of certain indemnity obligations, over which Perseus Partners, Ltd. has sole voting power but generally does not have (and within 60 days of the date of this filing is not expected to have) any dispositive power or other economic rights, and (ii) 1,328,913 shares of Common Stock held in escrow in the name Perseus Partners, Ltd. to fund certain stock options granted to employees of the Issuer, over which Perseus Partners, Ltd. has sole voting power but generally does not have (and within 60 days of

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the date of this filing is not expected to have) any dispositive power or other economic rights. The shares described in clause (i) represent 0.9% of the outstanding Common Stock; and the shares described in clause (ii) represent 0.7% of the outstanding Common Stock.

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ansari AA Investments, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Texas	
	NUMBER OF	7 SOLE VOTING POWER
	SHARES	1,709,500

	BENEFICIALLY	8 SHARED VOTING POWER
	OWNED BY	0

	EACH	9 SOLE DISPOSITIVE POWER
	REPORTING	1,709,500

	PERSON	10 SHARED DISPOSITIVE POWER
	WITH	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,709,500 shares of Common Stock*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X]*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.8%

14 TYPE OF REPORTING PERSON
PN

* Does not include 450,000 shares held in escrow in the name of Ansari AA Investments, Ltd. pending satisfaction of certain business-related performance milestones and expiration of certain indemnity obligations, over which Ansari AA Investments, Ltd. has sole voting power but generally does not have (and within 60 days of the date of this filing is not expected to have) any dispositive power or other economic rights. These shares represent 0.2% of the outstanding Common Stock.

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Ansari AR Investments, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Texas

	NUMBER OF	7 SOLE VOTING POWER
	SHARES	343,450

	BENEFICIALLY	8 SHARED VOTING POWER

OWNED BY	0	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	343,450	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

343,450 shares of Common Stock*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X]*

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

0.2%

14 TYPE OF REPORTING PERSON

PN

* Does not include 90,000 shares held in escrow in the name of Ansari AR Investments, Ltd. pending satisfaction of certain business-related performance milestones and expiration of certain indemnity obligations, over which Ansari AR Investments, Ltd. has sole voting power but generally does not have (and within 60 days of the date of this filing is not expected to have) any dispositive power or other economic rights. These shares represent less than 0.1% of the outstanding Common Stock.

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ansari JA Investments, Ltd.

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

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF	7	SOLE VOTING POWER
SHARES	128,950	
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	0	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	128,950	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	0	

asserts, and is successful in, an indemnity claim, which claim generally must be asserted on or prior to December 31, 2002. Whether the Issuer will assert, or be successful in, any such claim is unknown by the Reporting Persons. As noted above, the date on which any of the business-related performance milestones is uncertain, however, if such milestones are fully satisfied, the 550,000 shares (0.3% of the outstanding Common Stock) will vest ratably on October 31, 2002, November 30, 2002, January 31, 2003 and February 28, 2003, provided Ms. Ansari remains continuously employed by the Issuer through such dates or is terminated without cause.

Under the terms of the Merger Agreement, 2,357,890 of the shares of Common Stock described in the immediately preceding paragraph are held in escrow by an escrow agent pending resolution of the related conditions to the release of the shares to the Reporting Persons, or the return of such shares to the Issuer, as the case may be. In the interim, the Reporting Persons have voting power, but generally have no other right or power, including dispositive power, with respect to the escrowed shares. Under the terms of the Issuer's 2000 Retention Plan, Ms. Ansari has voting power over the 550,000 shares of Common Stock granted to her under such plan as a restricted stock award. However, Ms. Ansari does not have any other right or power, including dispositive power, with respect to the restricted shares, and will not have any such right or power until such restricted shares vest as described in the immediately preceding paragraph.

- (b) As of the date hereof, the Reporting Persons had sole power to vote, shared power to vote, sole power to dispose and shared power to dispose of the following shares of Common Stock, and shared such power with the persons set forth below:

Anousheh Ansari:

Sole voting power	1,365,684*
Shared voting power	5,798,440**
Sole dispositive power	1,365,684*
Shared dispositive power	5,798,440**

* Includes 1,365,684 shares of Common Stock pledged to the Issuer to guarantee certain obligations under employment agreements between the Issuer and Ms. Ansari and between the Issuer and Mr. Ansari.

** Includes (i) 3,616,540 shares of Common Stock with respect to which voting power is shared with Perseus Partners, L.P., (ii) 1,709,500 shares of Common Stock with respect to which voting power is shared with Ansari AA Investments, Ltd., (iii) 343,450 shares of Common Stock with respect to which voting power is shared with Ansari AR Investments, Ltd. and (iv) 128,950 shares of Common Stock with respect to which voting power is shared with Ansari JA Investments, Ltd. Does not include (w) 1,757,890 shares of Common Stock held in escrow in the name of Perseus Partners, Ltd., (x) 450,000 shares of Common Stock held in escrow in the name of Ansari AA Investments, Ltd., (y) 90,000 shares of Common Stock held in escrow in the name of Ansari AR Investments, Ltd., (z) 60,000 shares of Common Stock held in escrow in the name of Ansari JA Investments, Ltd., in each case as described below and under Item 5(a).

Ansari Enterprises, LLC:

Sole voting power	0
Shared voting power	5,798,440*
Sole dispositive power	0
Shared dispositive power	5,798,440*

* Includes (i) 3,616,540 shares of Common Stock with respect to which voting power is shared with Perseus Partners, L.P., (ii) 1,709,500 shares of Common Stock with respect to which voting power is shared with Ansari AA Investments, Ltd., (iii) 343,450 shares of Common Stock with respect to which voting power is shared with Ansari AR Investments, Ltd. and (iv) 128,950 shares of Common Stock with respect to which voting power is shared with Ansari JA Investments, Ltd. Does not include (v) 1,757,890 shares of Common Stock held in escrow in the name of Perseus Partners, Ltd., (vi) 450,000 shares of Common Stock held in escrow in the name of Ansari AA Investments, Ltd., (vii) 90,000 shares of Common Stock held in escrow in the name of Ansari AR Investments, Ltd., (viii) 60,000 shares of Common Stock held in escrow in the name of Ansari JA Investments, Ltd., in each case as described below and under Item 5(a).

Perseus Partners, Ltd.:

Sole voting power	3,616,890*
Shared voting power	0
Sole dispositive power	3,616,890*
Shared dispositive power	0

* Does not include 1,757,890 shares held in escrow pending satisfaction of certain business-related performance milestones and expiration of certain indemnity obligations, over which Perseus Partners, Ltd. has sole voting power but generally does not have (and within 60 days from the date of this filing is not expected to have) any dispositive power or other economic rights.

Ansari AA Investments, Ltd.:

Sole voting power	1,709,500*
Shared voting power	0
Sole dispositive power	1,709,500*
Shared dispositive power	0

* Does not include 450,000 shares held in escrow pending satisfaction of certain business-related performance milestones and expiration of certain indemnity obligations, over which Ansari AA Investments, Ltd. has sole voting power but generally does not have (and within 60 days from the date of this filing is not expected to have) any dispositive power or other economic rights.

Ansari AR Investments, Ltd.:

Sole voting power	343,450*
Shared voting power	0
Sole dispositive power	343,450*
Shared dispositive power	0

* Does not include 90,000 shares held in escrow pending satisfaction of certain business-related performance milestones and expiration of certain indemnity obligations, over which Ansari AR Investments, Ltd. has sole voting power but generally does not have (and within 60 days from the date of this filing is not expected to have) any dispositive power or other economic rights.

Ansari JA Investments, Ltd.:

Sole voting power	128,950*
Shared voting power	0
Sole dispositive power	128,950*
Shared dispositive power	0

* Does not include 60,000 shares held in escrow pending satisfaction of certain business-related performance milestones and expiration of certain indemnity obligations, over which Ansari AA Investments, Ltd. has sole voting power but generally does not have (and within 60 days from the date of this filing is not expected to have) any dispositive power or other economic rights.

Except for shares of Common Stock that each of the Reporting Persons beneficially owns directly, each of the Reporting Persons disclaims beneficial ownership of the Common Stock described herein and this Schedule 13D shall not be construed as an admission that such Reporting Person is the beneficial owner of such shares of Common Stock.

(c) During the past 60 days, the Reporting Persons have engaged in the following transactions involving the Common Stock. Such transactions were effected in the open market for the Common Stock.

Date	Reporting Person	Shares Sold	Net Proceeds
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4/18/01	Ansari AA Investments, Ltd.	27,000	\$632,859
4/19/01	Perseus Partners, Ltd.	88,900	\$2,197,232
4/19/01	Ansari AA Investments, Ltd.	11,100	\$274,345
4/19/01	Ansari JA Investments, Ltd.	100,000	\$2,471,578

On May 8, 2001, an aggregate of 606,512 shares of Common Stock were released from escrow to fund the exercise of certain stock options by employees of the Issuer.

On June 7, 2001, an aggregate of 1,886,309 shares of Common Stock were released from escrow and delivered to the Reporting Persons on account of satisfaction of the certain of the business-related performance milestones noted above. Of these 1,886,309 shares of Common Stock, (i) 1,019,224 were related to Perseus Partners, Ltd., (ii) 360,000 were released to Ansari AA Investments, Ltd., (iii) 72,000 were released to Ansari AR Investments, Ltd., (iv) 48,000 were released to Ansari JA Investments, Ltd., and (v) 387,085 were released into the escrow to fund certain stock options granted to employees of the Issuer.

SIGNATURES

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

Date: June 22, 2001

/s/ Anousheh Ansari

ANOUSHEH ANSARI

ANSARI ENTERPRISES, LLC,

By: /s/ Anousheh Ansari

Name: Anousheh Ansari
Title: Manager

PERSEUS PARTNERS, LTD.,

By: Ansari Enterprises, LLC,
its General Partner

By: /s/ Anousheh Ansari

Name: Anousheh Ansari
Title: Manager

ANSARI AA INVESTMENTS, LTD.,

By: Ansari Enterprises, LLC,
its General Partner

By: /s/ Anousheh Ansari

Name: Anousheh Ansari
Title: Manager

ANSARI AR INVESTMENTS, LTD.,

By: Ansari Enterprises, LLC,
its General Partner

By: /s/ Anousheh Ansari

Name: Anousheh Ansari
Title: Manager

ANSARI JA INVESTMENTS, LTD.,

By: Ansari Enterprises, LLC,
its General Partner

By: /s/ Anousheh Ansari

Name: Anousheh Ansari
Title: Manager