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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 30, 2012

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from      to

Commission File Number 001-34115

**SONUS NETWORKS, INC.**

(Exact name of Registrant as specified in its charter)

|  |  |
|--|--|
| <b>DELAWARE</b><br>(State or other jurisdiction<br>of incorporation or organization) | <b>04-3387074</b><br>(I.R.S. employer<br>identification no.) |
|--|--|

**4 Technology Park Drive, Westford, Massachusetts 01886**  
(Address of principal executive offices, including zip code)

**(978) 614-8100**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

|  |   |  |  |
|--|---|--|--|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input checked="" type="checkbox"/> | Non-accelerated filer <input type="checkbox"/><br>(Do not check if a<br>smaller reporting company) | Smaller reporting company <input type="checkbox"/> |
|--|---|--|--|

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of April 18, 2012, there were 279,897,911 shares of the registrant's common stock, \$0.001 par value, outstanding.

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**SONUS NETWORKS, INC.**  
**FORM 10-Q**  
**QUARTER ENDED MARCH 30, 2012**

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## PART I FINANCIAL INFORMATION

## Item 1. Financial Statements

## SONUS NETWORKS, INC.

## Condensed Consolidated Balance Sheets

(in thousands, except share data)

(unaudited)

|  | March 30,<br>2012 | December 31,<br>2011 |
|--|-------------------|----------------------|
| <b>Assets</b>  |                   |                      |
| Current assets:  |                   |                      |
| Cash and cash equivalents  | \$ 112,659        | \$ 105,451           |
| Marketable securities  | 207,807           | 224,090              |
| Accounts receivable, net of allowance for doubtful accounts of \$0 at both March 30, 2012 and December 31, 2011  | 32,629            | 53,126               |
| Inventory  | 17,683            | 15,434               |
| Deferred income taxes  | 456               | 486                  |
| Other current assets   | 18,239            | 12,246               |
| Total current assets   | <u>389,473</u>    | <u>410,833</u>       |
| Property and equipment, net  | 21,555            | 22,084               |
| Intangible assets, net   | 1,100             | 1,200                |
| Goodwill   | 5,062             | 5,062                |
| Investments  | 58,584            | 55,427               |
| Deferred income taxes  | 1,159             | 1,137                |
| Other assets   | 13,898            | 8,972                |
|  | <u>\$ 490,831</u> | <u>\$ 504,715</u>    |
| <b>Liabilities and stockholders' equity</b>  |                   |                      |
| Current liabilities:   |                   |                      |
| Accounts payable   | \$ 7,861          | \$ 12,754            |
| Accrued expenses   | 17,595            | 21,620               |
| Current portion of deferred revenue  | 37,941            | 38,565               |
| Current portion of long-term liabilities   | 1,252             | 1,275                |
| Total current liabilities  | <u>64,649</u>     | <u>74,214</u>        |
| Deferred revenue   | 11,281            | 11,601               |
| Long-term liabilities  | 3,432             | 3,599                |
| Total liabilities  | <u>79,362</u>     | <u>89,414</u>        |
| Commitments and contingencies (Note 12)  |                   |                      |
| Stockholders' equity:  |                   |                      |
| Preferred stock, \$0.01 par value; 5,000,000 shares authorized, none issued and outstanding  | —                 | —                    |
| Common stock, \$0.001 par value; 600,000,000 shares authorized; 279,893,911 shares issued and outstanding at March 30, 2012 and 279,318,396 shares issued and outstanding at December 31, 2011 | 280               | 279                  |
| Additional paid-in capital   | 1,313,070         | 1,309,919            |
| Accumulated deficit  | (908,642)         | (902,204)            |
| Accumulated other comprehensive income   | 6,761             | 7,307                |
| Total stockholders' equity   | <u>411,469</u>    | <u>415,301</u>       |
|  | <u>\$ 490,831</u> | <u>\$ 504,715</u>    |

See notes to the unaudited condensed consolidated financial statements.

## SONUS NETWORKS, INC.

## Condensed Consolidated Statements of Operations

(in thousands, except per share data)

(unaudited)

|  | Three months ended |                    |
|--|--------------------|--------------------|
|  | March 30,<br>2012  | March 31,<br>2011  |
| Revenue:                               |                    |                    |
| Product                                | \$ 41,411          | \$ 35,953          |
| Service                                | 22,928             | 31,346             |
| Total revenue                          | <u>64,339</u>      | <u>67,299</u>      |
| Cost of revenue:                       |                    |                    |
| Product                                | 9,193              | 23,161             |
| Service                                | 13,392             | 17,513             |
| Total cost of revenue                  | <u>22,585</u>      | <u>40,674</u>      |
| Gross profit                           | <u>41,754</u>      | <u>26,625</u>      |
| Operating expenses:                    |                    |                    |
| Research and development               | 18,387             | 15,608             |
| Sales and marketing                    | 20,585             | 14,297             |
| General and administrative             | 8,979              | 8,196              |
| Total operating expenses               | <u>47,951</u>      | <u>38,101</u>      |
| Loss from operations                   | (6,197)            | (11,476)           |
| Interest income, net                   | 215                | 435                |
| Loss before income taxes               | <u>(5,982)</u>     | <u>(11,041)</u>    |
| Income tax provision                   | (456)              | (1,367)            |
| Net loss                               | <u>\$ (6,438)</u>  | <u>\$ (12,408)</u> |
| Loss per share:                        |                    |                    |
| Basic                                  | \$ (0.02)          | \$ (0.04)          |
| Diluted                                | \$ (0.02)          | \$ (0.04)          |
| Shares used to compute loss per share: |                    |                    |
| Basic                                  | 279,487            | 277,712            |
| Diluted                                | 279,487            | 277,712            |

See notes to the unaudited condensed consolidated financial statements.

## SONUS NETWORKS, INC.

## Condensed Consolidated Statements of Comprehensive Loss

(in thousands)

(unaudited)

|  | Three months ended |                   |
|--|--------------------|-------------------|
|  | March 30,<br>2012  | March 31,<br>2011 |
| Net loss   | \$ (6,438)         | \$ (12,408)       |
| Other comprehensive (loss) income, net of tax:                     |                    |                   |
| Foreign currency translation adjustments                           | (501)              | (110)             |
| Unrealized (loss) gain on available-for-sale marketable securities | (45)               | 92                |
|  | (546)              | (18)              |
| Comprehensive loss   | \$ (6,984)         | \$ (12,426)       |

See notes to the unaudited condensed consolidated financial statements.

## SONUS NETWORKS, INC.

## Condensed Consolidated Statements of Cash Flows

(in thousands)

(unaudited)

|  | Three months ended |                   |
|--|--------------------|-------------------|
|  | March 30,<br>2012  | March 31,<br>2011 |
| Cash flows from operating activities:  |                    |                   |
| Net loss   | \$ (6,438)         | \$ (12,408)       |
| Adjustments to reconcile net loss to cash flows used in operating activities:                      |                    |                   |
| Depreciation and amortization of property and equipment  | 2,900              | 2,850             |
| Amortization of intangible assets  | 100                | 100               |
| Stock-based compensation   | 2,117              | 2,026             |
| (Gain) loss on disposal of property and equipment  | —                  | (12)              |
| Changes in operating assets and liabilities:   |                    |                   |
| Accounts receivable  | 20,457             | 24,390            |
| Inventory  | (2,867)            | 10,425            |
| Other operating assets   | (9,541)            | 2,981             |
| Accounts payable   | (5,204)            | 900               |
| Accrued expenses and other long-term liabilities   | (4,137)            | (11,281)          |
| Deferred revenue   | (906)              | (22,624)          |
| Net cash used in operating activities  | <u>(3,519)</u>     | <u>(2,653)</u>    |
| Cash flows from investing activities:  |                    |                   |
| Purchases of property and equipment  | (2,120)            | (3,165)           |
| Purchases of marketable securities   | (70,990)           | (42,773)          |
| Sale/maturities of marketable securities   | 82,851             | 72,487            |
| Net cash provided by investing activities  | <u>9,741</u>       | <u>26,549</u>     |
| Cash flows from financing activities:  |                    |                   |
| Proceeds from sale of common stock in connection with employee stock purchase plan                 | 993                | 754               |
| Proceeds from exercise of stock options  | 39                 | 665               |
| Payment of tax withholding obligations related to net share settlements of restricted stock awards | (91)               | (877)             |
| Principal payments of capital lease obligations  | (33)               | (26)              |
| Net cash provided by financing activities  | <u>908</u>         | <u>516</u>        |
| Effect of exchange rate changes on cash and cash equivalents                                       | 78                 | 239               |
| Net increase in cash and cash equivalents  | 7,208              | 24,651            |
| Cash and cash equivalents, beginning of year   | 105,451            | 62,501            |
| Cash and cash equivalents, end of period   | <u>\$ 112,659</u>  | <u>\$ 87,152</u>  |
| Supplemental disclosure of cash flow information:  |                    |                   |
| Interest paid  | \$ 9               | \$ 3              |
| Income taxes paid  | \$ 636             | \$ 197            |
| Income tax refunds received  | \$ 4               | \$ 547            |
| Supplemental disclosure of non-cash investing activities:  |                    |                   |
| Capital expenditures incurred, but not yet paid  | \$ 777             | \$ 956            |
| Property and equipment acquired under operating lease  | \$ 40              | \$ —              |

See notes to the unaudited condensed consolidated financial statements.

SONUS NETWORKS, INC.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

**(1) BASIS OF PRESENTATION**

***Business***

Sonus Networks, Inc. ("Sonus" or the "Company") was incorporated in 1997 and is a leading provider of voice and multimedia infrastructure solutions, including session border control, Voice over Internet Protocol ("VoIP") access and VoIP trunking solutions for service providers and enterprises. The Company's infrastructure solutions allow efficient and reliable delivery of voice and multimedia sessions over Internet Protocol ("IP") networks while allowing customers to manage the flows of such sessions in their networks using business policies.

The Company's target customers comprise both service providers and enterprises. Customers and prospective customers in the service provider space are traditional and emerging communications providers, including long distance carriers, local exchange carriers, Internet service providers, wireless operators, cable operators, international telephone companies and carriers that provide services to other carriers. Enterprise customers and target enterprise customers include financial institutions, retailers, state and local governments, and other multinational corporations. The Company collaborates with its customers to identify and develop new, advanced services and applications that can help to reduce costs, improve productivity and generate new revenue.

***Basis of Presentation***

In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all adjustments, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America ("GAAP") and the rules and regulations of the U.S. Securities and Exchange Commission ("SEC").

Effective in fiscal 2012, the Company began to report its first, second and third quarters on a 4-4-5 basis, with the quarter ending on the Friday closest to the last day of each third month. In fiscal 2012, the Company's first quarter ended on March 30, 2012, the second quarter will end on June 29, 2012 and the third quarter will end on September 28, 2012. The Company's year-end will continue to be December 31.

Interim results are not necessarily indicative of results for a full year. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2011 ("Annual Report") filed on February 24, 2012 with the SEC.

***Principles of Consolidation***

The condensed consolidated financial statements include the accounts of Sonus and its wholly-owned subsidiaries. Intercompany transactions and balances have been eliminated in consolidation.

***Use of Estimates and Judgments***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of

**SONUS NETWORKS, INC.****Notes to Condensed Consolidated Financial Statements (Continued)****(Unaudited)****(1) BASIS OF PRESENTATION (Continued)**

revenues and expenses during the reporting periods. Significant estimates and judgments relied upon in preparing these financial statements include revenue recognition for multiple element arrangements, inventory valuations, assumptions used to determine the fair value of stock-based compensation, legal contingencies and recoverability of Sonus' net deferred tax assets and the related valuation allowances. Sonus regularly assesses these estimates and records changes in estimates in the period in which they become known. Sonus bases its estimates on historical experience and various other assumptions that it believes to be reasonable under the circumstances. Actual results could differ from those estimates.

***Fair Value of Financial Instruments***

The carrying amounts of the Company's financial instruments, which include cash equivalents, marketable securities, investments, accounts receivable, accounts payable and long-term liabilities, approximate their fair values.

***Operating Segments***

The Company operates in a single segment. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker in making decisions regarding resource allocation and assessing performance. To date, the chief operating decision maker has made such decisions and assessed performance at the company level, as one segment. The Company's chief operating decision maker is its President and Chief Executive Officer.

***Recent Accounting Pronouncements***

On June 16, 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income* ("ASU 2011-05"), which revises the manner in which entities present comprehensive income in their financial statements. The new guidance requires companies to report components of comprehensive income in either: (1) a continuous statement of comprehensive income; or (2) two separate consecutive statements. ASU No. 2011-05 does not change the items that must be reported in other comprehensive income. On December 23, 2011, the FASB issued ASU 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05* ("ASU 2011-12"), which defers certain provisions of ASU 2011-05, including the provision that required entities to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement in which net income is presented and the statement in which other comprehensive income is presented. The unaffected provisions of ASU 2011-05 became effective for the Company in its reporting of the first quarter of fiscal 2012. The adoption of ASU 2011-05 did not have any impact on the Company's results of operations, financial position or cash flows.

On May 12, 2011, the FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* ("ASU 2011-04"), which provides guidance on how (not when) to measure fair value and on what disclosures to provide about fair value measurements. ASU 2011-04 expands previously existing disclosure requirements for fair value measurements, including disclosures regarding transfers between



SONUS NETWORKS, INC.

Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

**(1) BASIS OF PRESENTATION (Continued)**

Level 1 and Level 2 in the fair value hierarchy currently disclosed. ASU 2011-04 became effective for the Company on January 1, 2012. The adoption of ASU 2011-04 did not have any impact on the Company's condensed consolidated financial statements.

**(2) REVENUE RECOGNITION**

The Company recognizes revenue from sales when persuasive evidence of an arrangement exists, delivery has occurred, the sale price is fixed or determinable, and collectability of the related receivable is probable. In instances where customer acceptance is required, revenue is deferred until the acceptance has been achieved. When fees for products or services are not fixed and determinable, the Company defers the recording of receivables, deferred revenue and revenue until such time as the fees become due or are collected.

Revenue from maintenance and support services is recognized ratably over the service period. Maintenance revenue is deferred until the associated product is accepted by the customer and all other revenue recognition criteria have been met. Maintenance and support services include telephone support, return and repair support and unspecified rights to product upgrades and enhancements. Revenue from other professional services is typically recognized as the services are delivered if all other revenue recognition criteria have been met.

The Company's products typically have both software and non-software components that function together to deliver the products' essential functionality. In addition, hardware sold generally cannot be used apart from the software. Therefore, the Company considers its principal products to be both software and hardware-related. Many of the Company's sales involve multiple element arrangements that include product, maintenance and various professional services.

Beginning January 1, 2011, the Company adopted the provisions of ASU No. 2009-13, *Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements* ("ASU 2009-13") and ASU No. 2009-14, *Software (Topic 985): Certain Revenue Arrangements That Include Software Elements* ("ASU 2009-14") for new and materially modified arrangements that contain tangible products (hardware) with software elements, which comprise the majority of the Company's revenue transactions. For multiple-element arrangements entered into subject to the guidance set forth in ASU 2009-13, arrangement consideration is allocated to each element based on the relative selling prices of all of the elements in the arrangement using the fair value hierarchy as required by ASU 2009-13. The Company limits the amount of revenue recognized for delivered elements to the amount that is not contingent on the future delivery of products or services, future performance obligations, or subject to customer-specific return or refund privileges.

For transactions entered into prior to January 1, 2011 and prospectively for software-only sales, the Company recognizes revenue in accordance with ASC No. 985-605, *Software—Revenue Recognition* ("ASC 985-605"). Under this guidance, revenue for any undelivered elements that are considered not essential to the functionality of the product and for which vendor-specific objective evidence of selling price ("VSOE") has been established is deferred and recognized upon delivery utilizing the residual method. If the Company has undelivered product for which VSOE has not been established, it defers all revenue on the entire arrangement until VSOE is established or until such products are delivered, provided that all other revenue recognition criteria are met. If the Company has undelivered services

SONUS NETWORKS, INC.

Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

**(2) REVENUE RECOGNITION (Continued)**

for which VSOE has not been established, the entire arrangement is recognized as revenue over the longest remaining service period from the point in time that all services have commenced and all products have been delivered, provided that all other revenue recognition criteria are met.

The Company establishes VSOE based upon the price charged when the same element is sold separately or established by management having the relevant pricing authority. The Company has VSOE for its maintenance and support services and certain professional services. When VSOE exists it is used to determine the selling price of a deliverable. The Company has not been able to establish VSOE of any of its products and for certain of its services because the Company has not sold such products or services on a stand-alone basis, not priced its products or services within a narrow range, or had limited sales history.

When VSOE is not established, the Company attempts to establish the selling price of each element based on third-party evidence of selling price ("TPE"). The Company's solution typically differs from that of its peers as there are no similar or interchangeable competitor products or services. The Company's various product and service offerings contain a significant level of customization and differentiation and therefore, comparable pricing of competitors' products and services with similar functionality cannot be obtained. Accordingly, the Company is not able to determine TPE for its products or services.

When the Company is unable to establish selling price using VSOE or TPE, the Company uses estimated selling price ("ESP") in its allocation of arrangement consideration for the relevant deliverables. The objective of ESP is to determine the price at which the Company would transact a sale if a product or service was sold on a stand-alone basis. The Company determines ESP for its products and certain services by considering multiple factors including, but not limited to, overall market conditions, including geographic or regional-specific market factors, profit objectives and historical pricing practices for such deliverables. The determination of ESP is a formal process within the Company that includes review and approval by the Company's management.

Deferred revenue typically includes customer deposits and amounts associated with partial product shipments and maintenance or service contracts. Deferred revenue expected to be recognized as revenue more than one year subsequent to the balance sheet date is reported with long-term liabilities in the condensed consolidated balance sheets. The Company defers recognition of incremental direct costs, such as cost of goods, third-party installations and commissions, until recognition of the related revenue. Such costs are classified as current assets if the deferred revenue is initially classified as current and noncurrent assets if the related deferred revenue is initially classified as long-term.

The Company excludes any taxes assessed by a governmental authority that are directly imposed on a revenue-producing transaction (i.e., sales, use, value added) from its revenue and costs. Reimbursement received for out-of-pocket expenses and shipping costs is recorded as revenue.

The Company sells the majority of its products directly to its end customers. For products sold to resellers and distributors with whom the Company has sufficient history regarding the potential for product returns or refunds or any form of concession, the Company recognizes revenue on a sell-in basis. For all other resellers and distributors, the Company recognizes revenue on a sell-through basis.

## SONUS NETWORKS, INC.

## Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

**(3) EARNINGS (LOSS) PER SHARE**

The calculations of shares used to compute basic and diluted earnings (loss) per share for the three months ended March 30, 2012 and March 31, 2011 were as follows (in thousands):

|   | Three months ended |                   |
|---|--------------------|-------------------|
|   | March 30,<br>2012  | March 31,<br>2011 |
| Weighted average shares outstanding—basic   | 279,487            | 277,712           |
| Potential dilutive common shares            | —                  | —                 |
| Weighted average shares outstanding—diluted | 279,487            | 277,712           |

Options to purchase the Company's common stock, unvested shares of restricted stock and unvested performance-based stock awards aggregating 27.6 million shares of common stock have not been included for the three months ended March 30, 2012 because their effect would have been antidilutive. Options to purchase the Company's common stock, unvested shares of restricted stock and unvested performance-based stock awards aggregating 19.9 million shares of common stock have not been included for the three months ended March 31, 2011 because their effect would have been antidilutive.

**(4) CASH EQUIVALENTS, MARKETABLE SECURITIES AND LONG-TERM INVESTMENTS**

Cash equivalents and marketable securities are comprised of debt securities, primarily U.S. government-backed and corporate obligations, which management believes to be high quality (investment grade) credit instruments.

The amortized cost, gross unrealized gains and losses and fair value of the Company's marketable debt and equity securities and investments at March 30, 2012 and December 31, 2011 were comprised of the following (in thousands):

|                              | March 30, 2012    |                     |                      |               |
|------------------------------|-------------------|---------------------|----------------------|---------------|
|                              | Amortized<br>cost | Unrealized<br>gains | Unrealized<br>losses | Fair<br>value |
| Cash equivalents             | \$ 65,850         | \$ —                | \$ —                 | \$ 65,850     |
| Marketable securities        |                   |                     |                      |               |
| U.S. government agency notes | \$ 98,140         | \$ 54               | \$ (9)               | \$ 98,185     |
| Foreign government notes     | 1,765             | 1                   | —                    | 1,766         |
| Corporate debt securities    | 84,606            | 50                  | (28)                 | 84,628        |
| Commercial paper             | 8,974             | 2                   | (2)                  | 8,974         |
| Certificates of deposit      | 14,248            | 7                   | (1)                  | 14,254        |
|                              | \$ 207,733        | \$ 114              | \$ (40)              | \$ 207,807    |
| Investments                  |                   |                     |                      |               |
| U.S. government agency notes | \$ 31,636         | \$ 7                | \$ (8)               | \$ 31,635     |
| Corporate debt securities    | 24,444            | 26                  | (22)                 | 24,448        |
| Certificates of deposit      | 2,500             | 2                   | (1)                  | 2,501         |
|                              | \$ 58,580         | \$ 35               | \$ (31)              | \$ 58,584     |

## SONUS NETWORKS, INC.

## Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

## (4) CASH EQUIVALENTS, MARKETABLE SECURITIES AND LONG-TERM INVESTMENTS (Continued)

|                              | December 31, 2011 |                  |                   | Fair value        |
|------------------------------|-------------------|------------------|-------------------|-------------------|
|                              | Amortized cost    | Unrealized gains | Unrealized losses |                   |
| Cash equivalents             | \$ 63,105         | \$ —             | \$ —              | \$ 63,105         |
| Marketable securities        |                   |                  |                   |                   |
| U.S. government agency notes | \$ 106,631        | \$ 100           | \$ (4)            | \$ 106,727        |
| Foreign government notes     | 1,770             | 1                | —                 | 1,771             |
| Corporate debt securities    | 73,218            | 52               | (20)              | 73,250            |
| Commercial paper             | 22,787            | 1                | (1)               | 22,787            |
| Certificates of deposit      | 19,548            | 8                | (1)               | 19,555            |
|                              | <u>\$ 223,954</u> | <u>\$ 162</u>    | <u>\$ (26)</u>    | <u>\$ 224,090</u> |
| Investments                  |                   |                  |                   |                   |
| U.S. government agency notes | \$ 44,144         | \$ 4             | \$ (18)           | \$ 44,130         |
| Corporate debt securities    | 11,296            | 9                | (8)               | 11,297            |
|                              | <u>\$ 55,440</u>  | <u>\$ 13</u>     | <u>\$ (26)</u>    | <u>\$ 55,427</u>  |

The contractual maturity dates for the Company's available-for-sale securities that are classified as Marketable securities in the condensed consolidated balance sheets are one year or less from the respective balance sheet dates. The contractual maturity dates for the Company's available-for-sale securities that are classified as Investments in the condensed consolidated balance sheets are more than one year from the respective balance sheet dates.

**Fair Value Hierarchy**

The Company's financial assets or liabilities are measured using inputs from the three-tier fair value hierarchy, which is based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is as follows:

*Level 1.* Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

*Level 2.* Level 2 applies to assets or liabilities for which there are inputs that are directly or indirectly observable in the marketplace, such as quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets).

*Level 3.* Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

## SONUS NETWORKS, INC.

## Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

## (4) CASH EQUIVALENTS, MARKETABLE SECURITIES AND LONG-TERM INVESTMENTS (Continued)

The following table shows the fair value of the Company's financial assets at March 30, 2012 and December 31, 2011. These financial assets are comprised of the Company's available-for-sale debt and equity securities and reported under the captions Cash and cash equivalents, Marketable securities and Investments in the condensed consolidated balance sheets (in thousands):

|                              | Total carrying value at March 30, 2012 | Fair value measurements at March 30, 2012 using: |   |   |
|------------------------------|--|--|---|---|
|                              |  | Quoted prices in active markets (Level 1)        | Significant other observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| Cash equivalents             | \$ 65,850                              | \$ 63,850  | \$ 2,000                                      | \$ —                                      |
| Marketable securities        |  |  |   |   |
| U.S. government agency notes | \$ 98,185                              | \$ —   | \$ 98,185                                     | \$ —                                      |
| Foreign government notes     | 1,766                                  | —  | 1,766   | —   |
| Corporate debt securities    | 84,628                                 | —  | 84,628  | —   |
| Commercial paper             | 8,974                                  | —  | 8,974   | —   |
| Certificates of deposit      | 14,254                                 | —  | 14,254  | —   |
|                              | \$ 207,807                             | \$ —   | \$ 207,807                                    | \$ —                                      |
| Investments                  |  |  |   |   |
| U.S. government agency notes | \$ 31,635                              | \$ —   | \$ 31,635                                     | \$ —                                      |
| Corporate debt securities    | 24,448                                 | —  | 24,448  | —   |
| Certificates of deposit      | 2,501                                  | —  | 2,501   | —   |
|                              | \$ 58,584                              | \$ —   | \$ 58,584                                     | \$ —                                      |

## SONUS NETWORKS, INC.

## Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

## (4) CASH EQUIVALENTS, MARKETABLE SECURITIES AND LONG-TERM INVESTMENTS (Continued)

|                              | Total carrying<br>value at<br>December 31,<br>2011 | Fair value measurements at<br>December 31, 2011 using: |  |  |
|------------------------------|--|--|--|--|
|                              |  | Quoted prices<br>in active<br>markets<br>(Level 1)     | Significant other<br>observable<br>inputs<br>(Level 2) | Significant<br>unobservable<br>inputs<br>(Level 3) |
| Cash equivalents             | \$ 63,105  | \$ 63,105  | \$ —   | \$ —   |
| Marketable securities        |  |  |  |  |
| U.S. government agency notes | \$ 106,727   | \$ —   | \$ 106,727   | \$ —   |
| Foreign government notes     | 1,771  | —  | 1,771  | —  |
| Corporate debt securities    | 73,250   | —  | 73,250   | —  |
| Commercial paper             | 22,787   | —  | 22,787   | —  |
| Certificates of deposit      | 19,555   | —  | 19,555   | —  |
|                              | <u>\$ 224,090</u>                                  | <u>\$ —</u>  | <u>\$ 224,090</u>                                      | <u>\$ —</u>  |
| Investments                  |  |  |  |  |
| U.S. government agency notes | \$ 44,130  | \$ —   | \$ 44,130  | \$ —   |
| Corporate debt securities    | 11,297   | —  | 11,297   | —  |
|                              | <u>\$ 55,427</u>                                   | <u>\$ —</u>  | <u>\$ 55,427</u>                                       | <u>\$ —</u>  |

The Company's marketable securities and investments have been valued on the basis of valuations provided by third-party pricing services, as derived from such services' pricing models. Inputs to the models may include, but are not limited to, reported trades, executable bid and asked prices, broker/dealer quotations, prices or yields of securities with similar characteristics, benchmark curves or information pertaining to the issuer, as well as industry and economic events. The pricing services may use a matrix approach, which considers information regarding securities with similar characteristics to determine the valuation for a security. The Company is ultimately responsible for the condensed consolidated financial statements and underlying estimates. Accordingly, the Company assesses the reasonableness of the valuations provided by the third-party pricing services by reviewing actual trade data, broker/dealer quotes and other similar data, which are obtained from quoted market prices or other sources.

## SONUS NETWORKS, INC.

## Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

## (5) INVENTORY

Inventory at March 30, 2012 and December 31, 2011 consisted of the following (in thousands):

|   | March 30,<br>2012 | December 31,<br>2011 |
|---|-------------------|----------------------|
| On-hand final assemblies and finished goods inventories | \$ 13,355         | \$ 11,556            |
| Deferred cost of goods sold                             | 7,709             | 6,689                |
|   | <u>21,064</u>     | <u>18,245</u>        |
| Less current portion                                    | (17,683)          | (15,434)             |
| Noncurrent portion (included in Other assets)           | <u>\$ 3,381</u>   | <u>\$ 2,811</u>      |

## (6) INTANGIBLE ASSETS AND GOODWILL

The Company's intangible assets at March 30, 2012 and December 31, 2011 consisted of the following (in thousands):

| <u>Intellectual property</u> | <u>Useful life</u> | <u>Cost</u> | <u>Accumulated<br/>amortization</u> | <u>Net<br/>carrying value</u> |
|------------------------------|--------------------|-------------|-------------------------------------|-------------------------------|
| March 30, 2012               | 5 years            | \$ 2,999    | \$ 1,899                            | \$ 1,100                      |
| December 31, 2011            | 5 years            | \$ 2,999    | \$ 1,799                            | \$ 1,200                      |

The Company amortizes its intangible assets over the estimated useful lives of the respective assets. Amortization expense related to intangible assets for the three months ended March 30, 2012 and March 31, 2011 was as follows (in thousands):

|                                   | <u>Three months ended</u> |                           |
|-----------------------------------|---------------------------|---------------------------|
|                                   | <u>March 30,<br/>2012</u> | <u>March 31,<br/>2011</u> |
| Amortization of intangible assets | \$ 100                    | \$ 100                    |

Estimated future amortization expense for intangible assets recorded by the Company at March 30, 2012 is as follows (in thousands):

|                   |                 |
|-------------------|-----------------|
| Remainder of 2012 | \$ 300          |
| 2013              | 400             |
| 2014              | 400             |
|                   | <u>\$ 1,100</u> |

## SONUS NETWORKS, INC.

## Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

**(6) INTANGIBLE ASSETS AND GOODWILL (Continued)**

Goodwill is recorded when the consideration in a business combination exceeds the fair value of net tangible and identifiable intangible assets acquired. The Company's goodwill at March 30, 2012 and March 31, 2011 was comprised of the following (in thousands):

|                               | March 30,<br>2012 | March 31,<br>2011 |
|-------------------------------|-------------------|-------------------|
| Goodwill                      | \$ 8,168          | \$ 8,168          |
| Accumulated impairment losses | (3,106)           | (3,106)           |
|                               | <u>\$ 5,062</u>   | <u>\$ 5,062</u>   |

There were no changes in the carrying amounts of the Company's goodwill in either of the three months ended March 30, 2012 or March 31, 2011.

**(7) ACCRUED EXPENSES**

Accrued expenses at March 30, 2012 and December 31, 2011 consisted of the following (in thousands):

|   | March 30,<br>2012 | December 31,<br>2011 |
|---|-------------------|----------------------|
| Employee compensation and related costs | \$ 11,736         | \$ 13,782            |
| Other                                   | 5,859             | 7,838                |
|   | <u>\$ 17,595</u>  | <u>\$ 21,620</u>     |

**(8) STOCK-BASED COMPENSATION PLANS**

The Company's 2007 Stock Incentive Plan, as amended (the "2007 Plan"), provides for the award of options to purchase the Company's common stock ("stock options"), stock appreciation rights, restricted common stock ("restricted stock"), performance-based share awards ("performance-based awards"), restricted stock units and other stock-based awards to employees, officers, directors (including those directors who are not employees or officers of the Company), consultants and advisors of the Company and its subsidiaries.



## SONUS NETWORKS, INC.

## Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

## (8) STOCK-BASED COMPENSATION PLANS (Continued)

## Stock Options

The activity related to the Company's outstanding stock options during the three months ended March 30, 2012 was as follows:

|  | Number of shares  | Weighted average exercise price | Weighted average remaining contractual life (years) | Aggregate intrinsic value (in thousands) |
|--|-------------------|---------------------------------|---|--|
| Outstanding at January 1, 2012               | 22,627,885        | \$ 3.82                         |   |  |
| Granted                                      | 4,369,505         | \$ 2.86                         |   |  |
| Exercised                                    | (18,459)          | \$ 2.11                         |   |  |
| Forfeited                                    | (199,436)         | \$ 2.78                         |   |  |
| Expired                                      | (207,121)         | \$ 4.88                         |   |  |
| Outstanding at March 30, 2012                | <u>26,572,374</u> | \$ 3.66                         | 6.95  | \$ 4,304                                 |
| Vested or expected to vest at March 30, 2012 | 24,466,693        | \$ 3.75                         | 6.73  | \$ 3,689                                 |
| Exercisable at March 30, 2012                | 12,592,228        | \$ 4.71                         | 4.27  | \$ 667                                   |

The grant date fair value of stock options granted in the three months ended March 30, 2012 was estimated using the Black-Scholes valuation model with the following assumptions:

|                             | Three months ended March 30, 2012 |
|-----------------------------|-----------------------------------|
| Risk-free interest rate     | 0.89%                             |
| Expected dividend yield     | —                                 |
| Weighted average volatility | 67.8%                             |
| Expected life (years)       | 4.5                               |

Additional information regarding the Company's stock options is as follows:

|   | Three months ended March 30, 2012 |
|---|-----------------------------------|
| Weighted average grant date fair value of stock options granted | \$ 1.54                           |
| Total intrinsic value of stock options exercised (in thousands) | \$ 15                             |
| Cash received from the exercise of stock options (in thousands) | \$ 39                             |

## SONUS NETWORKS, INC.

## Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

## (8) STOCK-BASED COMPENSATION PLANS (Continued)

*Restricted Stock Awards*

The activity related to the Company's unvested restricted stock awards for the three months ended March 30, 2012 was as follows:

|                                     | Shares           | Weighted<br>average<br>grant-date<br>fair value |
|-------------------------------------|------------------|---|
| Unvested balance at January 1, 2012 | 602,403          | \$ 2.38   |
| Granted                             | 612,500          | \$ 2.92   |
| Vested                              | (188,750)        | \$ 2.88   |
| Forfeited                           | (6,560)          | \$ 2.04   |
| Unvested balance at March 30, 2012  | <u>1,019,593</u> | <u>\$ 2.61</u>                                  |

The total fair value of restricted stock award shares that vested during the three months ended March 30, 2012 was \$0.5 million.

*Performance-Based Stock Awards*

The activity related to the Company's performance stock awards for the three months ended March 30, 2012 was as follows:

|                                     | Shares      | Weighted<br>average<br>grant-date<br>fair value |
|-------------------------------------|-------------|---|
| Unvested balance at January 1, 2012 | 1,715,056   | \$ 3.08   |
| Granted                             | —           | —   |
| Vested                              | —           | —   |
| Forfeited                           | (1,715,056) | \$ 3.08   |
| Unvested balance at March 30, 2012  | <u>—</u>    | <u>—</u>  |

At January 1, 2012, the Company had 1.7 million unvested shares of common stock related to performance-based stock awards. The performance conditions for these awards were not satisfied by December 31, 2011, the end of the performance period. As a result, these shares were forfeited on February 21, 2012, the date that the Company issued a press release reporting its financial results for the quarter and year ended December 31, 2011.

There are 2.5 million shares of the Company's common stock that are not included in the table above, as the Company has not yet established the performance conditions for these awards. The Company will begin to record stock-based compensation expense at the time that the performance conditions are defined and when it becomes probable that the respective performance conditions will be achieved.

## SONUS NETWORKS, INC.

## Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

**(8) STOCK-BASED COMPENSATION PLANS (Continued)***Stock-Based Compensation*

The condensed consolidated statements of operations include stock-based compensation for the three months ended March 30, 2012 and March 31, 2011 as follows (in thousands):

|                            | <u>Three months ended</u>       |                                 |
|----------------------------|---------------------------------|---------------------------------|
|                            | <u>March 30,</u><br><u>2012</u> | <u>March 31,</u><br><u>2011</u> |
| Product cost of revenue    | \$ 53                           | \$ 108                          |
| Service cost of revenue    | 175                             | 385                             |
| Research and development   | 616                             | 533                             |
| Sales and marketing        | 467                             | 497                             |
| General and administrative | 806                             | 503                             |
|                            | <u>\$ 2,117</u>                 | <u>\$ 2,026</u>                 |

There was no income tax benefit for employee stock-based compensation expense for the three months ended March 30, 2012 and March 31, 2011 due to the income tax valuation allowance recorded.

At March 30, 2012, there was \$18.4 million, net of expected forfeitures, of unrecognized stock-based compensation expense related to unvested stock options and restricted stock awards. This expense is expected to be recognized over a weighted average period of approximately three years.

**(9) MAJOR CUSTOMERS**

The following customers each contributed 10% or more of the Company's revenue in at least one of the three-month periods ended March 30, 2012 or March 31, 2011:

| <u>Customer</u>                         | <u>Three months ended</u>       |                                 |
|---|---------------------------------|---------------------------------|
|   | <u>March 30,</u><br><u>2012</u> | <u>March 31,</u><br><u>2011</u> |
| AT&T Inc.                               | 34%                             | *                               |
| Verizon                                 | 12%                             | *                               |
| Softbank BB Corporation                 | 11%                             | *                               |
| Bahamas Telecommunications Company Ltd. | *                               | 53%                             |

\* Represents less than 10% of revenue

At March 30, 2012, two customers each accounted for 10% or more of the Company's accounts receivable balance, representing approximately 37% in the aggregate of total accounts receivable. At December 31, 2011, one customer accounted for 10% or more of the Company's accounts receivable balance, representing approximately 21% of the Company's accounts receivable balance. The Company performs ongoing credit evaluations of its customers and generally does not require collateral on accounts receivable.

## SONUS NETWORKS, INC.

## Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

**(10) GEOGRAPHIC INFORMATION**

The Company's classification of revenue by geographic area is determined by the location to which the product is shipped or where the services are performed. The following table summarizes revenue by geographic area as a percentage of total revenue for the three months ended March 30, 2012 and March 31, 2011:

|                                | Three months ended |                   |
|--------------------------------|--------------------|-------------------|
|                                | March 30,<br>2012  | March 31,<br>2011 |
| United States                  | 75%                | 36%               |
| Japan                          | 15                 | 6                 |
| Other Asia Pacific             | 2                  | *                 |
| Europe, Middle East and Africa | 6                  | 4                 |
| Other                          | 2                  | 54                |
|                                | <u>100%</u>        | <u>100%</u>       |

\* Represents less than 1% of revenue

Bahamas Telecommunications Company Ltd. ("Bahamas Telecom") accounted for 53% of the Company's revenue in the three months ended March 31, 2011. Bahamas Telecom is located in the Caribbean and is included as a component of "Other" in the table above.

International revenue, both as a percentage of total revenue and absolute dollars, may vary from one period to the next, and accordingly, current data may not be indicative of future periods.

**(11) INCOME TAXES**

The Company's income tax provisions for the three months ended March 30, 2012 and March 31, 2011 reflect the Company's estimates of the effective rates expected to be applicable for the respective full fiscal years, adjusted for any discrete events, which are recorded in the period that they occur. These estimates are reevaluated each quarter based on the Company's estimated tax expense for the full fiscal year. The estimated effective rates for the three months ended March 30, 2012 and March 31, 2011 do not include any benefit for the Company's domestic losses, as the Company has concluded that a valuation allowance on any domestic benefit is required.

**(12) COMMITMENTS AND CONTINGENCIES*****2001 IPO Litigation***

In November 2001, a purchaser of the Company's common stock filed a complaint in the United States District Court for the Southern District of New York (the "District Court") against the Company, two of its officers and the lead underwriters alleging violations of the federal securities laws in connection with the Company's initial public offering ("IPO") and seeking unspecified monetary damages. The purchaser sought to represent a class of persons who purchased the Company's common stock between the date of the IPO on May 24, 2000 and December 6, 2000. The amended complaint, filed in April 2002, alleged that the Company's registration statement contained false or misleading information or omitted to state material facts concerning the alleged receipt of undisclosed

SONUS NETWORKS, INC.

Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

(12) COMMITMENTS AND CONTINGENCIES (Continued)

compensation by the underwriters and the existence of undisclosed arrangements between the underwriters and certain purchasers to make additional purchases in the after-market. The claims against the Company were asserted under Section 10(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 11 of the Securities Act of 1933, as amended (the "Securities Act"), and against the individual defendants under Sections 11 and 15 of the Securities Act and Sections 10(b) and 20(a) of the Exchange Act. Other plaintiffs had filed substantially similar class action cases against approximately 300 other publicly-traded companies and their IPO underwriters which, along with the actions against the Company, were transferred to a single federal judge for purposes of coordinated case management.

On July 15, 2002, the Company, collectively with the other issuers named as defendants in these coordinated proceedings, filed a collective motion to dismiss the consolidated amended complaints on various legal grounds common to all or most of the issuer defendants. The plaintiffs voluntarily dismissed the claims against many of the individual defendants, including the Company's officers named in the complaint. On February 19, 2003, the District Court granted a portion of the motion to dismiss by dismissing the Section 10(b) claims against certain defendants, including the Company, but denied the remainder of the motion as to the defendants.

On October 5, 2009, the District Court issued an opinion granting plaintiffs' motion for final approval of a revised proposed settlement, plan of distribution of the settlement fund and certification of the settlement classes. An Order and Final Judgment was entered on January 14, 2010. On January 13, 2012, the United States Court of Appeals for the Second Circuit issued a mandate dismissing an appeal, thereby upholding the January 14, 2010 Order and Final Judgment and ending this case. The outcome of this litigation did not have a material impact on the Company's condensed consolidated financial statements.

On October 5, 2007, Vanessa Simmonds, a purported shareholder of the Company, filed a complaint in the United States District Court for the Western District of Washington (the "Western District Court") for recovery of short-swing profits under Section 16(b) of the Exchange Act against the underwriters in the IPO in 2000. On February 28, 2008, the plaintiff filed an amended complaint asserting substantially similar claims as set forth in the initial complaint. The amended complaint sought recovery against the underwriters for profits they received from the sale of the Company's common stock in connection with the IPO. The Company was named as a nominal defendant but has no liability for the asserted claims. No Sonus officers or directors were named in the amended complaint. Several other issuers and underwriters were subsequently named as defendants. On March 12, 2009, the Western District Court entered its judgment in the case and granted the moving issuers' motion to dismiss, finding plaintiff's demand letters were insufficient to put the issuers on notice of the claims asserted against them.

Following an appeal to the United States Court of Appeals for the Ninth Circuit (the "Ninth Circuit"), on December 2, 2010, the Ninth Circuit affirmed the Western District Court's decision to dismiss the moving issuers' cases (including the Company's) on the grounds that plaintiff's demand letters were insufficient to put the issuers on notice of the claims asserted against them and further ordered that the dismissals be made with prejudice. The Ninth Circuit, however, reversed and remanded the Western District Court's decision on the underwriters' motion to dismiss as to the claims arising from the non-moving issuers' IPOs, finding plaintiff's claims were not time-barred under the

SONUS NETWORKS, INC.

Notes to Condensed Consolidated Financial Statements (Continued)

(Unaudited)

**(12) COMMITMENTS AND CONTINGENCIES (Continued)**

applicable statute of limitations. In remanding, the Ninth Circuit advised the non-moving issuers and underwriters to file in the Western District Court the same challenges to plaintiff's demand letters that moving issuers had filed.

On April 15, 2011, underwriter defendants filed a Petition for Writ of Certiorari with the United States Supreme Court seeking reversal of the Ninth Circuit's December 2, 2010 decision relating to the statute of limitations issue. On June 27, 2011, the United States Supreme Court denied the plaintiff's petition regarding the demand issue and granted the underwriters' petition relating to the statute of limitations issue. Oral argument on the underwriters' petition was heard on November 29, 2011. On March 26, 2012, the United States Supreme Court vacated the Ninth Circuit's holding that the plaintiff's claims were not time-barred, and remanded the cases to the Western District Court. The Company believes that the outcome of this litigation will not have a material impact on the Company's condensed consolidated financial statements.

***Other***

In addition, we are often a party to disputes and legal proceedings that we consider routine and incidental to our business. Management does not expect the results of any of these actions to have a material effect on our business or condensed consolidated financial statements.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

*The following discussion of the financial condition and results of operations of Sonus Networks, Inc. should be read in conjunction with the condensed consolidated financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q and the audited financial statements and notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2011, which was filed with the U.S. Securities and Exchange Commission on February 24, 2012.*

*This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, which are subject to a number of risks and uncertainties. All statements other than statements of historical facts contained in this report are forward-looking statements. Without limiting the foregoing, the words "anticipates", "believes", "could", "estimates", "expects", "intends", "may", "plans", "seeks" and other similar language, whether in the negative or affirmative, are intended to identify forward-looking statements, although not all forward looking statements contain these identifying words. Examples of forward-looking statements include, but are not limited to, statements regarding the following: plans, objectives, goals, strategies, future events or performance, trends, investments, customer growth, operational performance and costs, liquidity and financial positions, competition, estimated expenditures and investment, impacts of laws, rules and regulations, revenues and earnings, performance, and other statements that are other than statements of historical facts. Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. We therefore caution you against relying on any of these forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including, but not limited to, the timing of our recognition of revenues; our ability to recruit and retain key personnel; difficulties supporting our new strategic focus on channel sales; difficulties expanding our customer base; difficulties leveraging market opportunities; difficulties providing solutions that meet the needs of customers; market acceptance of our products and services; rapid technological and market change; our ability to protect our intellectual property rights; our ability to maintain partner, reseller, distribution and vendor support and supply relationships; higher risks in international operations and markets; the ability to hire and retain employees; the impact of increased competition; currency fluctuations; litigation; changes in the market price of our common stock; actions taken by significant stockholders; and/or failure or circumvention of our controls and procedures.*

*Important factors that could cause actual results to differ materially from those in these forward-looking statements are discussed in our Annual Report on Form 10-K for the year ended December 31, 2011, Part I, Item 1A, "Risk Factors" and Part II, Item 7. and Item 7A., "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Quantitative and Qualitative Disclosures about Market Risk," and in Part I, Items 2 and 3, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Quantitative and Qualitative Disclosures about Market Risk," and Part II, Item 1A, "Risk Factors," herein.*

*Any forward-looking statement made by us in this report speaks only as of the date on which it is made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.*

## Overview

We are a leading provider of voice and multimedia infrastructure solutions, including session border control, Voice over Internet Protocol ("VoIP") access and VoIP media gateway solutions for service providers and large enterprises. Our infrastructure solutions allow efficient and reliable delivery of voice and multimedia sessions over IP networks while allowing our customers to manage the flows of such sessions in their networks using business policies.

Currently, we sell our products principally through a direct sales force in the United States, Europe/Asia-Pacific and the Middle East. We continue to expand our presence into new geographies and markets through our relationships with regional channel partners. We are in the process of establishing an indirect sales channel in order to address a larger share of the enterprise customer market.

Our target customers comprise both service providers and enterprises. Customers and prospective customers in the service provider space are traditional and emerging communications service providers, including long distance carriers, local exchange carriers, Internet service providers, wireless operators, cable operators, international telephone companies and carriers that provide services to other carriers. Enterprise customers and target enterprise customers include financial institutions, retailers, state and local governments and other multinational corporations. We collaborate with our customers to identify and develop new, advanced services and applications that can help to reduce costs, improve productivity and generate new revenue.

We continue to focus on the key elements of our strategy, designed to capitalize on our technology and market lead, and build a premier franchise in multimedia infrastructure solutions. We are currently focusing our major efforts on the following aspects of our business:

- leveraging our technology leadership to attract and retain key service providers;
- embracing the principles outlined by 3GPP, 3GPP2 and LTE architectures and delivering the industry's most advanced IMS (IP Multimedia Subsystem)-ready product suite;
- expanding and broadening our customer base by targeting specific market segments, such as enterprise customers;
- assisting our customers' ability to differentiate themselves by offering a sophisticated application development platform and service creation environment;
- expanding our solutions to address emerging IP-based markets, such as network border switching;
- expanding our global sales, marketing, support and distribution capabilities;
- actively contributing to the standards definition and adoption process; and
- pursuing strategic transactions and alliances.

We reported losses from operations of \$6.2 million for the three months ended March 30, 2012 and \$11.5 million for the three months ended March 31, 2011. We reported net losses of \$6.4 million for the three months ended March 30, 2012 and \$12.4 million for the three months ended March 31, 2011.

Our revenue decreased by \$3.0 million in the three months ended March 30, 2012, compared to the three months ended March 31, 2011. However, our gross profit increased by \$15.1 million, to \$41.8 million, in the three months ended March 30, 2012, compared to the three months ended March 31, 2011, primarily attributable to a low-margin project for Bahamas Telecommunications Company Ltd. ("Bahamas Telecom") which we completed in the three months ended March 31, 2011.



Our gross profit as a percentage of revenue ("total gross margin") was 64.9% for the three months ended March 30, 2012 and 39.6% for the three months ended March 31, 2011.

Operating expenses increased \$9.9 million, to \$48.0 million, for the three months ended March 30, 2012, compared to \$38.1 million for the three months ended March 31, 2011. See "Results of Operations" in this Management's Discussion and Analysis of Financial Condition and Results of Operations for a discussion of these changes in operating expenses.

### Critical Accounting Policies and Estimates

Our Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We base our estimates and judgments on historical experience, knowledge of current conditions and beliefs of what could occur in the future given available information. We consider the following accounting policies to be both those most important to the portrayal of our financial condition and those that require the most subjective judgment. If actual results differ significantly from management's estimates and projections, there could be a material effect on our condensed consolidated financial statements. The significant accounting policies that we believe are the most critical include the following:

- Revenue recognition;
- Inventory valuation;
- Loss contingencies and reserves;
- Stock-based compensation;
- Goodwill and intangible assets; and
- Accounting for income taxes.

For a further discussion of our critical accounting policies and estimates, please refer to our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which was filed with the U.S. Securities and Exchange Commission on February 24, 2012. There were no significant changes to our critical accounting policies from December 31, 2011 through March 30, 2012.

### Results of Operations

#### Three Months Ended March 30, 2012 and March 31, 2011

**Revenue.** Revenue for the three months ended March 30, 2012 and March 31, 2011 was as follows (in thousands, except percentages):

|               | Three months ended |                   | Increase (decrease)<br>from prior year |         |
|---------------|--------------------|-------------------|--|---------|
|               | March 30,<br>2012  | March 31,<br>2011 | \$                                     | %       |
| Product       | \$ 41,411          | \$ 35,953         | \$ 5,458                               | 15.2%   |
| Service       | 22,928             | 31,346            | (8,418)                                | (26.9)% |
| Total revenue | \$ 64,339          | \$ 67,299         | \$ (2,960)                             | (4.4)%  |

Product revenue is comprised of sales of our voice infrastructure products. The products typically incorporated into our trunking and access solutions include our GSX9000 and GSX4000 Open Services

Switches and our ASX Call Feature Server. The products typically incorporated into our SBC solutions include our SBC 9000 (formerly the NBS9000) and SBC 5200 (formerly the NBS5200) Session Border Controllers. Certain of our products may be incorporated into either our trunking and access solutions or our SBC solutions; these products include, but are not limited to, our PSX Policy & Routing Server, SGX Signaling Gateway, ASC Call Feature Server, IMX Service Delivery Platform, Sonus Insight Management System, ASX Access Gateway Control Function and our suite of network analytical products.

Product revenue for the three months ended March 30, 2012 and March 31, 2011 was comprised of the following (in thousands, except percentages):

|                              | Three months ended |                   | Increase (decrease) |              |
|------------------------------|--------------------|-------------------|---------------------|--------------|
|                              | March 30,<br>2012  | March 31,<br>2011 | \$                  | %            |
| Trunking and access          | \$ 28,260          | \$ 33,679         | \$ (5,419)          | (16.1)%      |
| SBC                          | 13,151             | 2,274             | 10,877              | 478.3%       |
| <b>Total product revenue</b> | <b>\$ 41,411</b>   | <b>\$ 35,953</b>  | <b>\$ 5,458</b>     | <b>15.2%</b> |

The increase in the three months ended March 30, 2012 compared to the three months ended March 31, 2011 was due to increased revenue from the sale of our SBC solutions, partially offset by lower revenue from sales of our trunking and access solutions. We recognized \$0.5 million of product revenue in the aggregate from four new customers in the three months ended March 30, 2012. We recognized \$24.4 million of product revenue from a multi-year project for Bahamas Telecommunications Company Ltd. ("Bahamas Telecom") that was completed and for which all revenue recognition criteria were met in the three months ended March 31, 2011. New customers are those from whom we recognize revenue for the first time, although we may have had outstanding orders from such customers for a period of time prior to recognition. Many of our new customers make small first-time purchases to test and assess our equipment within their own systems infrastructure. Follow-on orders from such customers are not reported as revenue from new customers. The timing of the completion of customer projects, revenue recognition criteria satisfaction and customer payments included in multiple element arrangements may cause our product revenue to fluctuate from one quarter to the next.

We expect that our product revenue in fiscal 2012 will increase from 2011 levels, primarily due to increased sales of our SBC solutions.

Service revenue is primarily comprised of hardware and software maintenance and support ("maintenance revenue") and network design, installation and other professional services ("professional services revenue").

Service revenue for the three months ended March 30, 2012 and March 31, 2011 was comprised of the following (in thousands, except percentages):

|                              | Three months ended |                   | (Decrease)        |                |
|------------------------------|--------------------|-------------------|-------------------|----------------|
|                              | March 30,<br>2012  | March 31,<br>2011 | \$                | %              |
| Maintenance                  | \$ 18,624          | \$ 18,921         | \$ (297)          | (1.6)%         |
| Professional services        | 4,304              | 12,425            | (8,121)           | (65.4)%        |
| <b>Total service revenue</b> | <b>\$ 22,928</b>   | <b>\$ 31,346</b>  | <b>\$ (8,418)</b> | <b>(26.9)%</b> |

In the three months ended March 31, 2011, the Company had recognized \$11.5 million of service revenue from the completion of the Bahamas Telecom project described above, comprised of \$1.2 million of maintenance revenue and \$10.3 million of professional services revenue. The completion

of this large, multi-year project accounted for the majority of the service revenue fluctuation between the two periods. The timing of the completion of projects for revenue recognition, customer payments and maintenance contracts may cause our services revenue to fluctuate from one quarter to the next.

We currently believe that our fiscal 2012 revenue will increase from fiscal 2011 levels.

Three companies, AT&T Inc., Verizon and SoftBank BB Corporation, each contributed 10% or more of our revenue, or approximately 57% in the aggregate, in the three months ended March 30, 2012. Bahamas Telecom contributed approximately 53% of our revenue in the three months ended March 31, 2011. There were no other customers that contributed 10% or more of our revenue in the three months ended March 30, 2012 or March 31, 2011.

International revenue was approximately 25% of our revenue in the three months ended March 30, 2012 and approximately 64% of our revenue in the three months ended March 31, 2011. Due to the timing of project completions, we expect that the domestic and international components as a percentage of our revenue will fluctuate from quarter to quarter and year to year.

Our deferred product revenue was \$9.0 million at March 30, 2012 and \$8.9 million at December 31, 2011. Our deferred service revenue was \$40.2 million at March 30, 2012 and \$41.3 million at December 31, 2011. Our deferred revenue balance may fluctuate as a result of the timing of revenue recognition, customer payments, maintenance contract renewals, contractual billing rights and maintenance revenue deferrals included in multiple-element arrangements.

**Cost of Revenue/Gross Profit.** Our cost of revenue consists primarily of amounts paid to third-party manufacturers for purchased materials and services, royalties, manufacturing and professional services personnel and related costs, and provision for inventory obsolescence. Our cost of revenue and gross profit as a percentage of revenue ("gross margin") for the three months ended March 30, 2012 and March 31, 2011 was as follows (in thousands, except percentages):

|                        | Three months ended |                   | (Decrease)            |                |
|------------------------|--------------------|-------------------|-----------------------|----------------|
|                        | March 30,<br>2012  | March 31,<br>2011 | from prior year<br>\$ | %              |
| <b>Cost of revenue</b> |                    |                   |                       |                |
| Product                | \$ 9,193           | \$ 23,161         | \$ (13,968)           | (60.3)%        |
| Service                | 13,392             | 17,513            | (4,121)               | (23.5)%        |
| Total cost of revenue  | <u>\$ 22,585</u>   | <u>\$ 40,674</u>  | <u>\$ (18,089)</u>    | <u>(44.5)%</u> |
| <b>Gross margin</b>    |                    |                   |                       |                |
| Product                | 77.8%              | 35.6%             |                       |                |
| Service                | 41.6%              | 44.1%             |                       |                |
| Total gross margin     | 64.9%              | 39.6%             |                       |                |

The increase in product gross margin in the three months ended March 30, 2012 was primarily due to product and customer mix, which increased our gross margin by approximately 43 percentage points. The Bahamas Telecom project had negatively impacted our product gross margin for the three months ended March 31, 2011 by approximately 31 percentage points. Lower manufacturing-related costs increased our gross margin in the three months ended March 30, 2012 by approximately one percentage point compared to the three months ended March 31, 2011.

The decrease in service gross margin in the three months ended March 30, 2012 compared to the three months ended March 31, 2011 was primarily attributable to the impact of lower service revenue against our increased fixed service cost base, which decreased our service gross margin by approximately 18 percentage points, partially offset by lower third-party costs, which increased our service gross margin by approximately fifteen and one half percentage points. The higher fixed service

costs are primarily related to increased headcount in our customer support organization in support of our expanding customer base and new product initiatives. The decrease in third-party costs primarily relates to the completion of the Bahamas Telecom project in the three months ended March 31, 2011. Our service cost of revenue is relatively fixed in advance of any particular quarter and therefore, changes in service revenue will typically have a significant impact on service gross margins.

We currently believe that our total gross margin over time will remain within our long-term financial model of 58% to 62%.

**Research and Development Expenses.** Research and development expenses consist primarily of salaries and related personnel expenses and prototype costs related to the design, development, testing and enhancement of our products. Research and development expenses for the three months ended March 30, 2012 and March 31, 2011 were as follows (in thousands, except percentages):

| Three months ended |                | Increase from prior year |       |
|--------------------|----------------|--------------------------|-------|
| March 30, 2012     | March 31, 2011 | \$                       | %     |
| \$ 18,387          | \$ 15,608      | \$ 2,779                 | 17.8% |

The increase in research and development expenses in the three months ended March 30, 2012 compared to the three months ended March 31, 2011 is attributable to \$2.0 million of higher employee-related costs to support our product initiatives and \$1.0 million of higher expense for product development (third-party development, prototype and test equipment costs). These increases were partially offset by \$0.2 million of net decreases in other research and development expenses. The increase in employee-related expense in the three months ended March 30, 2012 is comprised of \$1.8 million of higher salary and related expenses, \$0.1 million of higher stock-based compensation expense and \$0.1 million of higher other employee-related expenses.

Some aspects of our research and development efforts require significant short-term expenditures, the timing of which may cause significant variability in our expenses. We believe that rapid technological innovation is critical to our long-term success, and we are tailoring our investments to meet the requirements of our customers and market. We expect our research and development expenses for fiscal 2012 to increase from fiscal 2011 levels due to our increased focus on new product development.

**Sales and Marketing Expenses.** Sales and marketing expenses consist primarily of salaries and related personnel costs, commissions, travel and entertainment expenses, promotions, customer trial and evaluations inventory and other marketing and sales support expenses. Sales and marketing expenses for the three months ended March 30, 2012 and March 31, 2011 were as follows (in thousands, except percentages):

| Three months ended |                | Increase from prior year |       |
|--------------------|----------------|--------------------------|-------|
| March 30, 2012     | March 31, 2011 | \$                       | %     |
| \$ 20,585          | \$ 14,297      | \$ 6,288                 | 44.0% |

The increase in sales and marketing expenses in the three months ended March 30, 2012 compared to the three months ended March 31, 2011 is attributable to \$5.7 million of higher employee-related expenses, \$0.3 million of higher professional fees, \$0.2 million of higher marketing and trade show expenses and \$0.1 million of net increases in other sales and marketing expenses. The higher employee-related expense is primarily attributable to higher headcount related to our continued focus on expanded coverage and is comprised of \$4.4 million of higher salary-related and commissions expense and \$1.3 million of higher employee recruiting, travel and training expenses.

We believe that our sales and marketing expenses will increase in fiscal 2012 from fiscal 2011 levels, primarily attributable to higher personnel and related costs.

**General and Administrative Expenses.** General and administrative expenses consist primarily of salaries and related personnel costs for executive and administrative personnel, recruiting expenses and professional fees. General and administrative expenses for the three months ended March 30, 2012 and March 31, 2011 were as follows (in thousands, except percentages):

| Three months ended |                   | Increase<br>from prior year |      |
|--------------------|-------------------|-----------------------------|------|
| March 30,<br>2012  | March 31,<br>2011 | \$                          | %    |
| \$ 8,979           | \$ 8,196          | \$ 783                      | 9.6% |

The increase in general and administrative expenses in the three months ended March 30, 2012 compared to the three months ended March 31, 2011 is attributable to \$0.6 million of higher employee-related expenses and \$0.4 million of higher expense related to foreign currency translation, partially offset by \$0.2 million of lower other general and administrative expenses. The increase in employee-related expenses is comprised of \$0.3 million of higher salary-related expense and \$0.3 million of higher stock-based compensation expense. These increases are primarily the result of increased headcount.

We believe that our general and administrative expenses will increase in fiscal 2012 from fiscal 2011 levels, primarily due to higher employee-related expenses.

**Interest Income, net.** Interest income consists of interest earned on our cash equivalents, marketable securities and long-term investments. Interest expense primarily relates to interest on capital lease obligations. Our interest income, net, decreased \$0.2 million in the three months ended March 30, 2012 compared to the three months ended March 31, 2011. This decrease is attributable to a lower average portfolio yield coupled with lower invested amounts in the current year period.

**Income Taxes.** We recorded provisions for income taxes of \$0.5 million for the three months ended March 30, 2012 and \$1.4 million for the three months ended March 31, 2011. These amounts reflect our estimates of the effective rates expected to be applicable for the respective full fiscal years, adjusted for any discrete events, which are recorded in the period that they occur. These estimates are reevaluated each quarter based on our estimated tax rate for the full fiscal year.

The provisions for income taxes for the three months ended March 30, 2012 and March 31, 2011 represent forecasted tax expense on the earnings of our foreign operations. Our effective tax rate for both three-month periods was less than the statutory federal and state rates due to the existence of a valuation allowance on our domestic losses.

#### Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

**Liquidity and Capital Resources**

Our condensed consolidated statements of cash flows are summarized as follows (in thousands):

|  | <u>Three months ended</u> |                           | <u>Change</u>      |
|--|---------------------------|---------------------------|--------------------|
|  | <u>March 30,<br/>2012</u> | <u>March 31,<br/>2011</u> |                    |
| Net loss   | \$ (6,438)                | \$ (12,408)               | \$ 5,970           |
| Adjustments to reconcile net loss to cash flows used in operating activities | 5,117                     | 4,964                     | 153                |
| Changes in operating assets and liabilities                                  | (2,198)                   | 4,791                     | (6,989)            |
| Net cash used in operating activities  | <u>\$ (3,519)</u>         | <u>\$ (2,653)</u>         | <u>\$ (866)</u>    |
| Net cash provided by investing activities                                    | <u>\$ 9,741</u>           | <u>\$ 26,549</u>          | <u>\$ (16,808)</u> |
| Net cash provided by financing activities                                    | <u>\$ 908</u>             | <u>\$ 516</u>             | <u>\$ 392</u>      |

Our cash, cash equivalents, marketable securities and long-term investments totaled \$379.1 million at March 30, 2012.

Our operating activities used \$3.5 million of cash in the three months ended March 30, 2012 and \$2.7 million of cash in the three months ended March 31, 2011.

Cash used in operating activities in the three months ended March 30, 2012 was primarily the result of higher other operating assets and inventory and lower accounts payable, accrued expenses and other long-term liabilities, and deferred revenue. These amounts were partially offset by lower accounts receivable. The increase in other operating assets is primarily related to pre-payments of royalties, licenses and maintenance. The increase in inventory levels is primarily due to purchases of materials to fulfill our expected shipments in the near-term. The reduction in accrued expenses and other long-term liabilities is primarily related to employee compensation and related costs, including payments in connection with our Company-wide employee incentive bonus program. The decrease in accounts receivable primarily reflects payments in the quarter combined with lower revenue in the first quarter of fiscal 2012 compared to the fourth quarter of fiscal 2011.

Cash used in operating activities in the three months ended March 31, 2011 was primarily the result of lower deferred revenue and accrued expenses and other long-term liabilities. These amounts were offset by lower accounts receivable, inventory and other operating assets, as well as higher accounts payable. The reduction in deferred revenue was primarily attributable to the Bahamas Telecom project, for which revenue had been previously deferred. The reduction in accrued expenses and other long-term liabilities primarily related to employee compensation and related costs, including payments made in connection with our Company-wide employee incentive bonus program and payments in 2011 related to the departures in 2010 of our former President and Chief Executive Officer and our former Executive Vice President and Chief Operating Officer. The decrease in accounts receivable primarily reflects payments in the quarter combined with lower revenue in the first quarter of fiscal 2011 compared to the fourth quarter of fiscal 2010. The lower inventory levels were primarily related to the recognition of deferred cost of goods sold in connection with the completion of the Bahamas Telecom project.

Our investing activities provided \$9.7 million of cash in the three months ended March 30, 2012, comprised of \$11.8 million of net maturities of marketable securities and \$2.1 million of investments in property and equipment. Our investing activities provided \$26.5 million of cash in the three months ended March 31, 2011, comprised of \$29.7 million of net maturities of marketable securities and \$3.2 million of investments in property and equipment.

Our financing activities provided \$0.9 million of cash in the three months ended March 30, 2012, comprised of \$1.0 million of proceeds from the sale of our common stock in connection with our Employee Stock Purchase Plan, as amended and restated ("ESPP"), and \$39,000 of proceeds from the exercise of stock options. These amounts were partially offset by \$0.1 million of cash used to pay withholding obligations related to the net share settlement of restricted stock awards upon vesting and \$33,000 for payments on our capital leases for office equipment. Our financing activities provided \$0.5 million of cash in the three months ended March 31, 2011, comprised of \$0.8 million of proceeds from the sale of our common stock in connection with our ESPP and \$0.7 million of proceeds from the exercise of stock options. These amounts were partially offset by \$0.9 million of cash used to pay withholding obligations related to the net share settlement of restricted stock awards upon vesting and \$26,000 for payments on our capital leases for office equipment.

Based on our current expectations, we believe our cash, cash equivalents, marketable securities and long-term investments will be sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the next 12 months. It is difficult to predict future liquidity requirements with certainty. The rate at which we will use cash will be dependent on the cash needs of future operations, including changes in working capital, which will, in turn, be directly affected by, among other things, the levels of demand for our products, the timing and rate of expansion of our business, the resources we devote to developing our products, any litigation settlements and potential acquisitions. We anticipate devoting substantial capital resources to continue our research and development efforts, to maintain our sales, support and marketing operations and for other general corporate activities, as well as to vigorously defend against existing and potential litigation should such a need arise. See Note 12 to our condensed consolidated financial statements for a description of our legal contingencies.

### **Recent Accounting Pronouncements**

On June 16, 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income* ("ASU 2011-05"), which revises the manner in which entities present comprehensive income in their financial statements. The new guidance requires companies to report components of comprehensive income in either: (1) a continuous statement of comprehensive income; or (2) two separate consecutive statements. ASU No. 2011-05 does not change the items that must be reported in other comprehensive income. On December 23, 2011, the FASB issued ASU 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05* ("ASU 2011-12"), which defers certain provisions of ASU 2011-05, including the provision that required entities to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement in which net income is presented and the statement in which other comprehensive income is presented. The unaffected provisions of ASU 2011-05 became effective for us in our reporting of the first quarter of fiscal 2012. The adoption of ASU 2011-05 did not have any impact on our results of operations, financial position or cash flows.

On May 12, 2011, the FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* ("ASU 2011-04"), which provides guidance on how (not when) to measure fair value and on what disclosures to provide about fair value measurements. ASU 2011-04 expands previously existing disclosure requirements for fair value measurements, including disclosures regarding transfers between Level 1 and Level 2 in the fair value hierarchy currently disclosed. ASU 2011-04 became effective for us on January 1, 2012. The adoption of ASU 2011-04 did not have any impact on our condensed consolidated financial statements.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to a variety of market risks, including changes in interest rates affecting the return on our investments and foreign currency fluctuations. We do not believe that a hypothetical 10% adverse movement in interest rates and foreign currency exchange rates would have a materially different impact from what was disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

### **Item 4. Controls and Procedures**

#### **Disclosure Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures.* Our management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of March 30, 2012.

*Changes in Internal Control over Financial Reporting.* There have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter ended March 30, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II—OTHER INFORMATION**

### **Item 1. Legal Proceedings**

We are a party to the legal proceedings described in Part I, Item 3, "Legal Proceedings" of our Annual Report on Form 10-K for the year ended December 31, 2011 and Note 12 of this Quarterly Report on Form 10-Q. There were no material developments to these legal proceedings in the three months ended March 30, 2012 other than as set forth below.

On January 13, 2012, the United States Court of Appeals for the Second Circuit issued a mandate dismissing an appeal, thereby upholding the January 14, 2010 Order and Final Judgment and ending the 2001 IPO litigation originated in November 2001. The outcome of this litigation did not have a material impact on our condensed consolidated financial statements. See Note 12 to our condensed consolidated financial statements.

### **Item 1A. Risk Factors**

*Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below before buying our common stock. If any of the following risks actually occurs, our business, financial condition, results of operations and cash flows could be materially adversely affected, the trading price of our common stock could decline materially and you could lose all or part of your investment.*

***Our quarterly revenue and operating results are unpredictable and may fluctuate significantly from quarter to quarter, which could adversely affect our business, consolidated financial statements and the trading price of our common stock.***

Our revenues and operating results may vary significantly from quarter to quarter due to a number of factors, many of which are outside of our control and any of which may cause our stock price to fluctuate. Generally, purchases by service providers of telecommunications equipment from manufacturers have been unpredictable and clustered, rather than steady, as the service providers build



out their networks. The primary factors that may affect our revenues and operating results include but are not limited to the following:

- consolidation within the telecommunications industry, including acquisitions of or by our customers;
- general economic conditions in our markets, both domestic and international, as well as the level of discretionary IT spending;
- competitive conditions in our markets, including the effects of new entrants, consolidation, technological innovation and substantial price discounting;
- fluctuation in demand for our voice infrastructure products and services, and the timing and size of customer orders;
- fluctuations in foreign exchange rates;
- cancellation or deferral of existing customer orders or the renegotiation of existing contractual commitments;
- mix of product configurations sold;
- length and variability of the sales cycle for our products;
- application of complex revenue recognition accounting rules to our customer arrangements;
- timing of revenue recognition;
- changes in our pricing policies, the pricing policies of our competitors and the prices of the components of our products;
- market acceptance of new products and product enhancements that we offer and our services;
- the quality and level of our execution of our business strategy and operating plan, and the effectiveness of our sales and marketing programs;
- new product announcements, introductions and enhancements by us or our competitors, which could result in deferrals of customer orders;
- our ability to develop, introduce, ship and successfully deliver new products and product enhancements that meet customer requirements in a timely manner;
- our reliance on contract manufacturers for the production and shipment of our hardware products;
- our or our contract manufacturer's ability to obtain sufficient supplies of sole or limited source components or materials;
- our ability to attain and maintain production volumes and quality levels for our products;
- variability and unpredictability in the rate of growth in the markets in which we compete;
- costs related to acquisitions; and
- corporate restructurings.

As with other telecommunications product suppliers, we typically recognize a portion of our revenue in a given quarter from sales booked and shipped in the last weeks of that quarter. As a result, delays in customer orders may result in delays in shipments and recognition of revenue beyond the end of a given quarter. Additionally, it can be difficult for us to predict the timing of receipt of major customer orders, and we are unable to control timing decisions made by our customers. As a result, our quarterly operating results are difficult to predict even in the near term and a delay in an anticipated

sale past the end of a particular quarter may negatively impact our results of operations for that quarter, or in some cases, that year. Therefore, we believe that quarter-to-quarter comparisons of our operating results are not a good indication of our future performance. If our revenue or operating results fall below the expectations of investors or securities analysts or below any guidance we may provide to the market, the price of our common stock could decline substantially. Such a stock price decline could also occur when we have met our publicly stated revenue and/or earnings guidance.

A significant portion of our operating expenses is fixed in the short term. If revenues for a particular quarter are below expectations, we may not be able to reduce costs and expenses proportionally for that quarter. Any such revenue shortfall would, therefore, have a significant effect on our operating results for that quarter.

***We have incurred net losses and may incur additional net losses.***

We incurred net losses in fiscal 2011, fiscal 2010 and fiscal 2009. We may incur additional net losses in future quarters and years. Our revenues may not grow and we may never generate sufficient revenues to sustain profitability.

***A majority of our revenue is currently generated from a finite number of customers. We will not be successful if we do not grow our customer base. Additionally, if we are unable to generate recurring business from these existing customers, our consolidated financial statements could be materially and adversely affected.***

To date, we have shipped our products to a limited number of customers and our future success will depend on our ability to attract additional customers beyond our current limited number. In fiscal 2011, two customers, Bahamas Telecommunications Company Ltd. and AT&T, each contributed more than 10% of our revenue, representing approximately 26% of our revenue in the aggregate. In fiscal 2010, one customer, AT&T, contributed approximately 21% of our revenue. Factors that may affect our ability to grow our customer base include the following:

- economic conditions that discourage potential new customers from making the capital investments required to adopt new technologies;
- deterioration in the general financial condition of service providers or their ability to raise capital or access lending sources; and
- new product introductions by our competitors.

If we are unable to expand our customer base, we will be forced to rely on generating recurring revenue from existing customers which may not be successful. We expect that in the foreseeable future, the majority of our revenue will continue to depend on sales of our products to a limited number of existing customers. Factors that may affect our ability to generate recurring revenues from our existing customers include the following:

- customer willingness to implement our new voice infrastructure products;
- acquisitions of or by our customers;
- delays or difficulties that we may incur in completing the development and introduction of our planned products or product enhancements;
- failure of our products to perform as expected; and
- difficulties we may incur in meeting customers' delivery requirements.

The loss of any significant customer or any substantial reduction in purchase orders from these customers could materially and adversely affect our consolidated financial statements.

***We are enhancing our sales strategy, which will include more significant engagements with distribution and channel partners to resell our products. Disruptions to, or our failure to effectively develop and manage, our channel partners and the processes and procedures that support them could adversely affect our ability to generate revenues from the sale of our products. If we do not have adequate personnel, experience and resources to manage the relationships with our channel partners and to fulfill our responsibilities under such arrangements, such shortcomings could lead to the decrease of the sales of our products and our operating results could suffer.***

We are enhancing our sales strategy, which will include more significant engagement with distribution and channel partners to resell our products. Our future success is dependent upon establishing and maintaining successful relationships with a variety of value-added distribution and channel partners. A portion of our revenue is derived through channel partners, many of which sell competitive products. The loss of, or reduction in sales by, these channel partners could materially reduce our revenues. If we fail to maintain relationships with these channel partners, fail to develop new relationships with channel partners in new markets, fail to manage, train, or provide incentives to existing channel partners effectively or if these partners are not successful in their sales efforts, sales of our products may decrease and our operating results could suffer. Moreover, if we do not have adequate personnel, experience and resources to manage the relationships with our channel partners and to fulfill our responsibilities under such arrangements, any shortcomings could have a material adverse impact on our business and consolidated financial statements.

In addition, we recognize a portion of our revenue based on a sell-through model using information provided by our channel partners. If those distribution partners provide us with inaccurate or untimely information, the amount or timing of our revenues could be adversely affected. We may also experience financial failure of distribution and/or channel partners, which could result in our inability to collect accounts receivable in full.

***As the telecommunications industry and the requirements of our current and potential customers evolve, we are redirecting certain of our resources to more readily respond to the changing environment through the research and development of innovative new products and the improvement of existing products. However, we continue to be dependent upon our voice infrastructure products, and our revenues will continue to depend upon their commercial success for the foreseeable future. If our strategic plan is not aligned with the direction our customers take as they invest in the evolution of their networks, customers may not buy our products or use our services.***

To be successful in our industry requires large investments in technology and creates exposure to rapid technological and market changes. We spend a significant amount of time, money and resources developing new technology, products and solutions. Our strategic plan includes accelerating the shift in our investments from mature technologies that previously generated significant revenue for us toward certain next-generation technologies as well as working with more channel partners to sell our products. In order for us to be successful, our technologies, products and solutions must be accepted by relevant standardization bodies and by the industry as a whole. Our choices of specific technologies to pursue, and those to de-emphasize, may prove to be inconsistent with our customers' investment spending. Moreover, if we invest in the development of technologies, products and solutions that do not function as expected, are not adopted by the industry, are not ready in time, are not accepted by our customers as quickly as anticipated or are not successful in the marketplace, our sales and earnings may suffer and, as a result, our stock price could decline. As technology advances, we may not be able to respond quickly or effectively to developments in the market for our products, or new industry standards may emerge and could render our existing or future products obsolete. If our products become technologically obsolete, we may be unable to sell our products in the marketplace and generate revenues. We may also experience difficulties with software development, hardware design,

manufacturing or marketing that could delay or prevent our development, introduction or marketing of new products and enhancements.

While we intend to develop and introduce new products and enhancements to existing products in the future, our current revenues depend upon the commercial success of our TDM-to-IP and our all-IP voice infrastructure products and solutions, and we believe this will remain true for the foreseeable future. If the market for these products declines, or if we are unable to maintain at least our share of that market, our operating results could suffer.

***If we fail to compete successfully against telecommunications equipment and networking companies, our ability to increase our revenues and achieve profitability will be impaired.***

Competition in the telecommunications market is intense. This market has historically been dominated by large incumbent telecommunications equipment companies, such as Alcatel-Lucent, LM Ericsson Telephone Company, Huawei Technologies Co., Ltd., NEC Corp. and Nokia Corp., all of which are our direct competitors. We also face competition from other telecommunications and networking companies, including Acme Packet, Inc., Cisco Systems, Inc. and GENBAND Inc., that design competing products. Other competitors may also merge, intensifying competition. Additional competitors with significant financial resources may enter our markets and further intensify competition.

Many of our current and potential competitors have significantly greater selling and marketing, technical, manufacturing, financial and other resources than we have. Further, some of our competitors sell significant amounts of other products to our current and prospective customers and have the ability to offer lower prices to win business. Our competitors' broad product portfolios, coupled with already existing relationships, may cause our customers to buy our competitors' products or harm our ability to attract new customers.

To compete effectively, we must deliver innovative products that:

- provide extremely high reliability and voice quality;
- deploy and scale easily and efficiently;
- interoperate with existing network designs and other vendors' equipment;
- provide effective network management;
- are accompanied by comprehensive customer support and professional services;
- provide a cost-effective and space efficient solution for service providers; and
- meet price competition from low cost equipment providers.

If we are unable to compete successfully against our current and future competitors, we could experience price reductions, order cancellations, loss of customers and revenues, and our operating results could be adversely affected.

***If we do not anticipate and meet specific customer requirements or if our products do not interoperate with our customers' existing networks, we may not retain current customers or attract new customers.***

To achieve market acceptance for our products, we must effectively anticipate, and adapt in a timely manner to, customer requirements and offer products and services that meet changing customer demands. Prospective customers may require product features and capabilities that our current products do not have. The introduction of new or enhanced products also requires that we carefully manage the transition from older products in order to minimize disruption in customer ordering patterns and ensure that adequate supplies of new products can be delivered to meet anticipated customer demand.

If we fail to develop products and offer services that satisfy customer requirements or if we fail to effectively manage the transition from older products, our ability to create or increase demand for our products would be seriously harmed and we may lose current and prospective customers.

Many of our customers will require that our products be designed to interface with their existing networks, each of which may have different specifications. Issues caused by an unanticipated lack of interoperability may result in significant warranty, support and repair costs, divert the attention of our engineering personnel from our hardware and software development efforts and cause significant customer relations problems. If our products do not interoperate with those of our customers' networks, installations could be delayed or orders for our products could be cancelled, which would seriously harm our gross margins and result in loss of revenues or customers. Additionally, our customers may decide to devote a significant portion of their budgets to evolving technology as they consider national or worldwide build-outs. Therefore, if the demand for our products is not strong and if our target customers do not adopt, purchase and successfully deploy our current or planned products, our revenues will not grow.

***Our large customers have substantial negotiating leverage, and they may require that we agree to terms and conditions that may have an adverse effect on our business.***

Large telecommunications providers have substantial purchasing power and leverage in negotiating contractual arrangements with us. These customers may, among other things, require us to develop additional features, require penalties for failure to deliver such features, require us to partner with a certain reseller before purchasing our products and/or seek discounted product or service pricing. As we sell more products to this class of customer, we may be required to agree to terms and conditions that are less beneficial to us, which may affect the timing of revenue recognition, amount of deferred revenues or product and service margins and may adversely affect our financial position and cash flows in certain reporting periods.

***Our stock price has been and may continue to be volatile.***

The market for technology stocks has been, and will likely continue to be, volatile. The following factors could cause the market price of our common stock to fluctuate significantly:

- addition or loss of any major customer;
- consolidation and competition in the telecommunications industry;
- changes in the financial condition or anticipated capital expenditure purchases of any existing or potential major customer;
- economic conditions for the telecommunications, networking and related industries;
- quarterly variations in our bookings, revenues and operating results;
- changes in financial estimates by securities analysts;
- speculation in the press or investment community;
- announcements by us or our competitors of significant contracts, new products or acquisitions, distribution partnerships, joint ventures or capital commitments;
- activism by any single large stockholder or combination of stockholders;
- sales of common stock or other securities by us or by our stockholders in the future;
- securities and other litigation;

- announcement of a stock split, reverse stock split, stock dividend or similar event; and/or
- emergence or adoption of new technologies or industry standards.

***We may face risks related to litigation that could result in significant legal expenses and settlement or damage awards.***

From time to time, we are subject to claims and litigation regarding intellectual property rights or other claims, which could seriously harm our business and require us to incur significant costs. In the past, we have been named as a defendant in securities class action and derivative lawsuits. We are generally obliged, to the extent permitted by law, to indemnify our current and former directors and officers who are named as defendants in these lawsuits. While we currently expect that the matters pending in our current securities litigation have been or are close to being resolved, defending against existing and potential litigation may require significant attention and resources of management. Regardless of the outcome, such litigation could result in significant legal expenses.

We may also be subject to employment claims in connection with employee terminations. In addition, companies in our industry whose employees accept positions with us may claim that we have engaged in unfair hiring practices. These claims may result in material litigation. We could incur substantial costs defending ourselves or our employees against those claims, regardless of their merits. In addition, defending ourselves from those types of claims could divert our management's attention from our operations. The cost of employment claims may also increase as a result of our increasing international expansion.

If our defenses in any of our pending litigation are ultimately unsuccessful, or if we are unable to achieve a favorable settlement, we could be liable for large damage awards that could have a material adverse effect on our business and consolidated financial statements.

For additional information on our material ongoing litigation, please see Part I, Item 3 "Legal Proceedings" in our Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on February 24, 2012 and Part II, Item 1 "Legal Proceedings" in this Quarterly Report on Form 10-Q.

***Our ability to compete and our business could be jeopardized if we are unable to protect our intellectual property or become subject to intellectual property rights claims, which could require us to incur significant cost; additionally, in some jurisdictions, our rights may not be as strong as we currently enjoy in the United States.***

We rely on a combination of patent, copyright, trademark and trade secret laws and restrictions on disclosure to protect our intellectual property rights. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our products or technology. Monitoring unauthorized use of our products is difficult and we cannot be certain that the steps we have taken will prevent unauthorized use of our technology, particularly in foreign countries where the laws may not protect our proprietary rights as fully as in the United States. The legal systems of many foreign countries do not protect or honor intellectual property rights to the same extent as the legal system of the United States. It may be very difficult, time-consuming and costly for us to attempt to enforce our intellectual property rights in these jurisdictions. If competitors are able to use our technology, our ability to compete effectively could be harmed.

In addition, we and our customers have received inquiries from intellectual property owners and may become subject to claims that we or our customers infringe their intellectual property rights. Any parties asserting that our products infringe upon their proprietary rights could force us to license their patents for substantial royalty payments or to defend ourselves and possibly our customers or contract manufacturers in litigation. These claims and any resulting licensing arrangement or lawsuit, if

successful, could subject us to significant royalty payments or liability for damages and invalidation of our proprietary rights. Any potential intellectual property litigation also could force us to do one or more of the following:

- stop selling, incorporating or using our products that use the challenged intellectual property;
- obtain from the owner of the infringed intellectual property right a license to sell or use the relevant technology, which license may not be available at acceptable prices, on acceptable terms, or at all; or
- redesign those products that use any allegedly infringing technology.

Any lawsuits regarding intellectual property rights, regardless of their success, would be time-consuming, expensive to resolve and would divert our management's time and attention. In addition, although historically our costs to defend lawsuits relating to indemnification provisions in our product agreements have been insignificant, the costs were significant in fiscal 2008 and may be significant in future periods.

***We may face risks associated with our international expansion that could impair our ability to grow our international revenues. If we fail to manage the operational and financial risks associated with our international operations, it could have a material adverse effect on our business and consolidated financial statements.***

We have expanded, and expect to continue to expand, our operations in international and emerging markets. International revenue approximated \$103 million, or approximately 40% of revenue, in fiscal 2011, \$80 million, or approximately 32% of revenue, in fiscal 2010 and \$69 million, or approximately 30% of revenue, in fiscal 2009. This expansion has and will continue to require significant management attention and financial resources to successfully develop direct and indirect international sales and support channels. In addition, our international operations are subject to other inherent risks, including:

- reliance on channel partners;
- greater difficulty collecting accounts receivable and longer collection cycles;
- difficulties and costs of staffing and managing international operations;
- impacts of differing technical standards outside the United States;
- compliance with international trade, customs and export control regulations;
- reduced protection for intellectual property rights in some countries;
- foreign government regulations limiting or prohibiting potential sales or increasing the cost of doing business in such markets, including reversals or delays in the opening of foreign markets to new competitors or the introduction of new technologies;
- challenging pricing environments in highly competitive new markets;
- foreign currency exchange controls, restrictions on repatriation of cash and changes in currency exchange rates;
- potentially adverse tax consequences; and
- political, social and economic instability, including as a result of the current global economic downturn, health pandemics or epidemics or acts of war or terrorism.

If we are unable to support our business operations in international and emerging markets, or their further expansion, while balancing the higher operational and financial risks associated with these markets, our business and consolidated financial statements could be harmed.

In addition, we may not be able to develop international market demand for our products, which could impair our ability to grow our revenues. In many international markets, long-standing relationships between potential customers and their local suppliers and protective regulations, including local content requirements and approvals, create barriers to entry. We have limited experience marketing, distributing and supporting our products in certain international locations and, to do so, we expect that we will need to develop versions of our products that comply with local standards. Moreover, difficulties in foreign financial markets and economies and of foreign financial institutions, particularly in emerging markets, could adversely affect demand from customers in the affected countries.

***We depend upon a single contract manufacturer and any disruption in this relationship may cause us to fail to meet the demands of our customers and damage our customer relationships. Additionally, in the event we elect to change our manufacturer, qualifying a new contract manufacturer and commencing commercial scale production are expensive and time-consuming activities and could affect our business.***

We rely on a contract manufacturer to manufacture our products according to our specifications and to fulfill orders on a timely basis. Reliance on a third-party manufacturer involves a number of risks, including a lack of control over the manufacturing process, inventory management and the potential absence or unavailability of adequate capacity. We do not have the internal manufacturing capabilities to meet our customers' demands. In the event we elect to change our manufacturer, qualifying a new contract manufacturer and commencing commercial scale production are expensive and time-consuming activities and could result in a significant interruption in the supply of our products. If a change in contract manufacturers results in delays in our fulfillment of customer orders or if a contract manufacturer fails to make timely delivery of orders, we may lose revenues and suffer damage to our customer relationships.

***We and our contract manufacturer rely on single or limited sources for supply of some components of our products and if we fail to adequately predict our manufacturing requirements or if our supply of any of these components is disrupted, we will be unable to ship our products.***

We and our contract manufacturer currently purchase several key components of our products, including commercial digital signal processors, from single or limited sources. We purchase these components on a purchase order basis. If we overestimate our component and finished goods requirements, we could have excess inventory, which would increase our costs. If we underestimate our requirements, we may not have an adequate supply, which could interrupt manufacturing of our products and result in delays in shipments and revenues. Additionally, if our contract manufacturer underestimates our requirements, it may not have an adequate supply, which could interrupt manufacturing of our products and result in delays in shipments. If any of our sole or limited source suppliers experience capacity constraints, work stoppages or other reductions or disruptions in output, they may not be able to meet, or may choose not to meet, our delivery schedules. In light of the continuing uncertainty in global economic conditions, there is also a risk that our distributors could experience interruptions in production or operations or alter our current arrangements.

We currently do not have long-term supply contracts with our component suppliers and they are not required to supply us with products for any specified periods, in any specified quantities or at any set price, except as may be specified in a particular purchase order. In the event of a disruption or delay in supply, or inability to obtain products, we may not be able to develop an alternate source in a timely manner or at favorable prices, or at all. A failure to find acceptable alternative sources could hurt our ability to deliver high-quality products to our customers and negatively affect our operating



margins. In addition, reliance on our suppliers exposes us to potential supplier production difficulties, quality variations and unforeseen price increases. Our customers rely upon our ability to meet committed delivery dates, and any disruption in the supply of key components would seriously adversely affect our ability to meet these dates and could result in loss of customers, harm to our ability to attract new customers, or legal action by our customers. Additionally, any unforeseen price increases could reduce our profitability or force us to increase our prices, which could result in a loss of customers or harm our ability to attract new customers and could have a material adverse effect on our consolidated financial statements.

***If we fail to hire and retain needed personnel, the implementation of our business plan could slow or our future growth could be jeopardized.***

Our business depends upon highly skilled technical, managerial, engineering, sales, marketing and customer support personnel. Competition for these personnel is intense, especially as the economy recovers. Any failure to hire, assimilate in a timely manner and retain needed qualified personnel, particularly engineering and sales personnel, could impair our growth and make it difficult to meet key objectives, such as timely and effective product introductions.

Our future success depends upon the continued services of our executive officers who have critical industry experience and relationships that we rely on to implement our business plan. With the exception of our key employees based in the European Union, none of our officers or key employees is bound by an employment agreement for any specific term. The loss of the services of any of our officers or key employees could delay the development and introduction of, and negatively impact our ability to sell, our products and achieve our business objectives.

We had three executive departures in fiscal 2011, including the departure of our Chief Financial Officer and our Vice President of Product Operations, both on August 25, 2011, and the departure of our Vice President of Engineering and Chief Architect on April 3, 2011. While we have since hired replacements, there is always a risk of uncertainty and instability relating to our ability to find highly qualified successors for certain executive positions and to transition the duties and responsibilities of any departing key executive in an orderly manner.

***We test our products before they are deployed. However, because our products are sophisticated and designed to be deployed in complex environments, they may have errors or defects that we find only after full deployment, which could seriously harm our business.***

Our products are sophisticated and are designed to be deployed in large and complex networks. We test our products before they are deployed. However, because of the nature of our products, they can only be fully tested when substantially deployed in very large networks with high volumes of traffic. Some of our customers may discover errors or defects in the software or hardware, or the products may not operate as expected after full deployment. As we continue to expand our distribution channel through distributors and resellers, we will need to rely on and support their service and support organizations. If we are unable to fix errors or other performance problems that may be identified after full deployment of our products, we could experience:

- loss of, or delay in, revenues or increased expense;
- loss of customers and market share;
- failure to attract new customers or achieve market acceptance for our products;
- increased service, support and warranty costs and a diversion of development resources; and/or
- costly and time-consuming legal actions by our customers.

***If we are not able to obtain necessary licenses or on-going maintenance and support of third-party technology at acceptable prices, on acceptable terms, or at all, it could harm our operating results or business.***

We have incorporated third-party licensed technology, including open source software, into our current products. From time to time, we may be required to license additional technology from third parties to develop new products or product enhancements. Third-party licenses and on-going maintenance and support may not be available or continue to be available to us on commercially reasonable terms or may be available to us but only at significantly escalated pricing. Additionally, we may not be able to replace the functionality provided by third-party software currently offered with our products if that software becomes obsolete, defective or incompatible with future versions of our products or is not adequately maintained or updated. The inability to maintain or re-license any third-party licenses required in our current products or to obtain any new third-party licenses to develop new products and product enhancements could require us to obtain substitute technology of lower quality or performance standards or at greater cost, and delay or prevent us from making these products or enhancements, any of which could seriously harm the competitiveness of our products. Any significant interruption in the availability of these third-party software products or defects in these products could harm our sales unless and until we can secure an alternative source. Although we believe there are adequate alternate sources for the technology licensed to us, such alternate sources may not provide us with the same functionality as that currently provided to us.

***World-wide efforts to contain capital spending, general economic uncertainty and a weakened global economy could have a material adverse effect on us.***

One factor that significantly affects our operating results is the impact of economic conditions on the willingness of our current and potential customers to make capital investments. Given the current state of the economy, we believe that customers continue to be cautious about sustained economic growth and have tried to maintain or improve profitability through cost control and constrained capital spending, which places additional pressure on IT departments to demonstrate acceptable return on investment. Some of our current or prospective customers may cancel or delay spending on the development or roll-out of capital and technology projects with us due to the continuing economic uncertainty and, consequently, our results of operations may be adversely affected. In addition, the current uncertain worldwide economic environment and market instability make it increasingly difficult for us, our customers and our suppliers to accurately forecast future product demand, which could result in an inability to satisfy demand for our products and a loss of market share. Our revenues are likely to decline in such circumstances and our profit margins could erode, or we could incur significant losses.

Moreover, economic conditions worldwide may continue to contribute to slowdowns in the communications and networking industries, as well as to specific segments and markets in which we operate, resulting in:

- reduced demand for our products as a result of our customers choosing to refrain from building capital intensive networks;
- increased price competition for our products, not only from our competitors, but also as a consequence of customers disposing of unutilized products;
- risk of excess and obsolete inventories;
- excess facilities and manufacturing capacity; and/or
- higher overhead costs as a percentage of revenue and higher interest expense.

Continuing turmoil in the geopolitical environment in many parts of the world, including terrorist activities and military actions, particularly the continuing tension in Southeast Asia, the Middle East

and Africa, as well as political and economic issues in Europe may continue to put pressure on global economic conditions. Our operating results and our ability to expand into other international markets may also be affected by changing economic conditions particularly germane to that sector or to particular customer markets within that sector.

***Because our products are deployed in large, complex networks around the world, failure to establish a support infrastructure and maintain required support levels could seriously harm our business.***

Our products are deployed in large and complex networks around the world. Our customers expect us to establish a support infrastructure and maintain demanding support standards to ensure that their networks maintain high levels of availability and performance. To support the continued growth of our business, our support organization will need to provide service and support at a high level throughout the world. If we are unable to provide the expected level of support and service to our customers, we could experience:

- loss of customers and market share;
- failure to attract new customers in new geographies;
- increased service, support and warranty costs and a diversion of development resources; and/or
- network performance penalties.

***Consolidation in the telecommunications industry could harm our business.***

The telecommunications industry has experienced consolidation and we expect this trend to continue. Consolidation among our customers may cause delays or reductions in capital expenditure plans and/or increased competitive pricing pressures as the number of available customers declines and the relative purchasing power of customers increases in relation to suppliers. Any of these factors could adversely affect our business.

***We are exposed to the credit risk of some of our customers and to credit exposures in weakened markets, which could result in material losses.***

Due to our reliance on significant customer contracts, we are dependent on the continued financial strength of our customers. If one or more of our significant customers experience financial difficulties, it could result in uncollectible accounts receivable and our loss of significant customers and anticipated service revenue.

Most of our sales are on an open credit basis, with typical payment terms of 30 to 45 days. We monitor individual customer payment capability in granting such open credit arrangements, seek to limit such open credit to amounts we believe our customers can pay and maintain reserves we believe are adequate to cover exposure for doubtful accounts. However, there can be no assurance that our open credit customers will pay the amounts they owe to us or that the reserves we maintain will be adequate to cover such credit exposure. Our customers' failure to pay and/or our failure to maintain sufficient reserves could have a material adverse effect on our consolidated financial statements. Additionally, in the event that turmoil in the credit markets makes it more difficult for some customers to obtain financing, those customers' ability to pay could be adversely impacted, which in turn could have a material adverse impact on our business and consolidated financial statements.

A portion of our sales is derived through our distributors. As distributors tend to have more limited financial resources than other resellers and end-user customers, they generally represent sources of increased credit risk.

***The hardware products that we purchase from our third-party vendors have life cycles, and some of those products have reached the end of their life cycles. If we are unable to correctly estimate future requirements for these products, it could harm our operating results or business.***

Some of the hardware products that we purchase from our third-party vendors have reached the end of their life cycles. It may be difficult for us to maintain appropriate levels of the discontinued hardware to adequately ensure that we do not have a shortage or surplus of inventory of these products. If we do not correctly forecast the demand for such hardware, we could have excess inventory and may need to write off the costs related to such purchases. The write-off of surplus inventory could materially and adversely affect our operating results. However, if we underestimate our forecast and our customers place orders to purchase more products than are available, we may not have sufficient inventory to support their needs. If we are unable to provide our customers with enough of these products, it could make it difficult to retain certain customers, which could have a material and adverse effect on our business.

***Man-made problems, such as computer viruses, hacking or terrorism, and natural disasters may disrupt our operations and harm our operating results.***

Despite our implementation of network security measures, our servers are vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering with our computer systems. Any attack on our servers could have a material adverse effect on our business and consolidated financial statements. Additionally, the information systems of our customers could be compromised due to computer viruses, break-ins and hacking, which could lead to unauthorized tampering with our products and may result in, among other things, the disruption of our customers' business, errors or defects occurring in the software due to such unauthorized tampering, and our products not operating as expected after such unauthorized tampering. Such consequences could affect our reputation and have a material adverse effect on our business and consolidated financial statements. Efforts to limit the ability of malicious third parties to disrupt the operations of the Internet or undermine our own security efforts may be met with resistance. In addition, the continued threat of terrorism and heightened security and military action in response to this threat, or any future acts of terrorism, may cause further disruptions to the economies of the United States and other countries and create further uncertainties or otherwise materially harm our business and consolidated financial statements. Likewise, events such as work stoppages or widespread blackouts could have similar negative impacts. Such disruptions or uncertainties could result in delays or cancellations of customer orders or the manufacture or shipment of our products and have a material adverse effect on our business and consolidated financial statements.

Natural catastrophic events, such as earthquakes, fire, floods, or tornadoes, may also affect our or our customers' operations and could have a material adverse effect on our business.

***A breach of the security of our information systems or those of our third-party providers could adversely affect our operating results.***

We rely upon the security of our information systems and, in certain circumstances, those of our third-party providers, such as vendors, consultants and contract manufacturers, to protect our proprietary information and information of our customers. Despite our security procedures and those of our third-party providers, our information systems and those of our third-party service providers may be vulnerable to threats such as computer hacking, cyber-terrorism or other unauthorized attempts by third parties to access, modify or delete our or our customers' proprietary information. Information technology system failures, including a breach of our or our third-party providers' data security measures, or the theft or loss of laptops, other mobile devices or electronic records used to back up our systems or our third-party providers' systems, could result in an unintentional disclosure of customer, employee or our information or otherwise disrupt our ability to function in the normal

course of business by potentially causing, among other things, delays in the fulfillment or cancellation of customer orders or disruptions in the manufacture or shipment of products or delivery of services, any of which could have a material adverse effect on our operating results. Such consequences could be exacerbated if we or our third party providers are unable to adequately recover critical systems following a systems failure.

***Delaware law, our charter documents and our stockholder rights plan contain provisions that could discourage or prevent a potential takeover, even if such a transaction would be beneficial to our stockholders.***

Some provisions in our amended and restated certificate of incorporation, our amended and restated by-laws, as well as provisions of Delaware law, may discourage, delay or prevent a merger or acquisition that may be deemed undesirable by our Board of Directors but that a stockholder may consider favorable. These include provisions:

- authorizing the Board of Directors to issue shares of preferred stock;
- limiting the persons who may call special meetings of stockholders;
- prohibiting stockholder actions by written consent;
- permitting the Board of Directors to increase the size of the Board and to fill vacancies;
- providing indemnification to our directors and officers;
- controlling the procedures for conduct and scheduling of Board and stockholder meetings;
- requiring a super-majority vote of our stockholders to amend our amended and restated by-laws and certain provisions of our amended and restated certificate of incorporation; and
- establishing advance notice requirements for nominations for election to the Board of Directors or for proposing matters that can be acted on by stockholders at stockholder meetings.

These provisions, alone or together, could delay hostile takeovers or changes in control of us or our management.

As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation law, which prevents some stockholders holding more than 15% of our outstanding common stock from engaging in certain business combinations without approval of the holders of substantially all of our outstanding common stock.

In addition, we adopted a limited duration stockholder rights plan on June 26, 2008, which was amended on June 10, 2011 to extend the expiration date of such plan until June 26, 2013. The rights are not intended to prevent a takeover, and we believe these rights will help us in our negotiations with any potential acquirers. However, if the Board of Directors believes that a particular acquisition of us is undesirable, the rights may have the effect of rendering more difficult or discouraging that acquisition. The rights may substantially dilute the stock ownership of a person or group that attempts to acquire us (or a significant percentage of our outstanding capital stock) on terms, or in a manner, not approved by our Board of Directors, except pursuant to an offer conditioned upon redemption of the rights.

Any provision of our amended and restated certificate of incorporation or amended and restated by-laws, our stockholder rights plan or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock. Although we believe that our amended and restated certificate of incorporation and our amended and restated bylaws, provisions of Delaware law and our stockholder rights plan provide an opportunity for the Board of Directors to assure that our stockholders realize full value for their

investment, they could have the effect of delaying or preventing a change of control that some stockholders may consider beneficial.

***Actions that may be taken by significant stockholders may divert the time and attention of our Board of Directors and management from our business operations.***

Campaigns by significant investors to effect changes at publicly-traded companies have increased in recent years. In 2009, we entered into a letter agreement with our then-largest stockholder, pursuant to which we agreed to take certain actions related to our corporate governance. While we believe we have satisfied in full our obligations under such letter agreement, there can be no assurance that such stockholder and/or any other stockholder will not pursue actions to effect changes in our management and strategic direction, including through the solicitation of proxies from our stockholders. If a proxy contest were to be pursued by any stockholder, it could result in substantial expense to us, consume significant attention of our management and Board of Directors, and disrupt our business.

***Failure or circumvention of our controls and procedures could impair our ability to report accurate financial results and could seriously harm our business.***

Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, and not absolute, assurances that the objectives of the system are met. The failure or circumvention of our controls, policies and procedures could impair our ability to report accurate financial results and could have a material adverse effect on our business and consolidated financial statements.

***Any changes to existing accounting pronouncements or taxation rules or practices may cause adverse fluctuations in our reported results of operations or affect how we conduct our business.***

A change in accounting pronouncements or taxation rules or practices can have a significant effect on our reported results and may affect our reporting of transactions completed before the change is effective. New accounting pronouncements, taxation rules and varying interpretations of accounting pronouncements or taxation rules have occurred in the past and may occur in the future. The change to existing rules, future changes, if any, or the need for us to modify a current tax position may adversely affect our reported financial results or the way we conduct our business. For example, Accounting Standards Updates 2009-13 and 2009-14 became effective for us in fiscal 2011, and their adoption had a material impact on our revenue in fiscal 2011. In addition, the International Accounting Standards Board and Financial Accounting Standards Board joint project on lease accounting is expected to be finalized in 2012 or 2013 and a new revenue recognition standard is expected to be finalized in 2012. Both new standards, if ratified, could be effective for companies as early as 2015. We have not yet assessed the impact of adopting these potential new standards.

***Changes in our business strategy related to product and maintenance offerings and pricing could affect revenue recognition.***

Our business strategy and competition within the industry could exert pricing pressure on our maintenance offerings. Changes in our product or maintenance offerings or packages and related pricing could affect the amount of revenue recognized in a reporting period.

***If our goodwill or intangible assets become impaired, we may be required to record a significant charge to earnings.***

Under generally accepted accounting principles, we review our intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is tested for impairment at least annually. Factors that may be considered a change in circumstances indicating that the carrying value of our goodwill or intangible assets may not be recoverable include significant underperformance relative to plan or long-term projections, strategic changes in business strategy, significant negative industry or economic trends, significant change in circumstances relative to a large customer, significant decline in our stock price for a sustained period and decline in our market capitalization to below net book value.

***Failure by our strategic partners or by us in integrating products provided by our strategic partners could harm our business.***

Our solutions include the integration of products supplied by strategic partners, who offer complementary products and services. We rely on these strategic partners in the timely and successful deployment of our solutions to our customers. If the products provided by these partners have defects or do not operate as expected, if the services provided by these partners are not completed in a timely manner, or if we do not effectively integrate and support products supplied by these strategic partners, then we may have difficulty with the deployment of our solutions that may result in:

- loss of, or delay in, revenues;
- increased service, support and warranty costs and a diversion of development resources; and
- network performance penalties.

In addition to cooperating with our strategic partners on specific customer projects, we also may compete in some areas with these same partners. If these strategic partners fail to perform or choose not to cooperate with us on certain projects, in addition to the effects described above, we could experience:

- loss of customers and market share; and
- failure to attract new customers or achieve market acceptance for our products.

***If in the future we do not have a sufficient number of shares available to issue to our employees, the limited number of shares we could issue may impact our ability to attract, retain and motivate key personnel.***

We historically have used stock options as a significant component of our employee compensation program in order to align employees' interests with the interests of our stockholders, encourage employee retention, and provide competitive compensation packages. In 2007, our stockholders approved a stock incentive plan, which includes a limited amount of shares to be granted under such plan. When the number of shares available to us under our stock incentive plan no longer is sufficient, it is not certain that our stockholders will approve an increase in the number of shares that we are authorized to issue under that plan. The limited number of shares available for use as equity incentives to employees may make it more difficult for us to attract, retain and motivate key personnel.

***Our use and reliance upon development resources in India may expose us to unanticipated costs and/or liabilities.***

We have a significant development center in Bangalore, India and, in recent years, have increased headcount and development activity at this facility. The employees at this facility consist principally of research and development personnel. There is no assurance that our reliance upon development

resources in India will enable us to achieve meaningful cost reductions or greater resource efficiency. Further, our development efforts and other operations in India involve significant risks, including:

- difficulty hiring and retaining appropriate engineering and management resources due to intense competition for such resources and resulting wage inflation;
- knowledge transfer related to our technology and resulting exposure to misappropriation of intellectual property or information that is proprietary to us, our customers and other third parties;
- heightened exposure to changes in economic, security and political conditions in India; and
- fluctuations in currency exchange rates and tax compliance in India.

Difficulties resulting from the factors noted above and other risks related to our operations in India could increase our expenses, impair our development efforts, harm our competitive position and damage our reputation.

***Any investments or acquisitions we make could disrupt our business and seriously harm our financial condition.***

In addition to investing in organic growth, we consider other opportunities to deliver greater shareholder value, if and when such opportunities arise. In the event of future investments or acquisitions, we could:

- issue stock that would dilute our current stockholders' percentage ownership;
- reduce significantly our cash and investments;
- incur debt or assume liabilities;
- incur significant impairment charges related to the write-off of goodwill and intangible assets;
- incur significant amortization expenses related to intangible assets; and/or
- incur large and immediate write-offs for in-process research and development and stock-based compensation.

Our integration of any acquired products, technologies or businesses could also involve numerous risks, including:

- problems and unanticipated costs associated with combining the purchased products, technologies or businesses;
- diversion of management's attention from our core business;
- adverse effects on existing business relationships with suppliers and customers;
- risks associated with entering markets in which we have limited or no prior experience;
- potential loss of key employees, particularly those of the acquired organizations; and
- integration of internal controls and financial systems.

We may be unable to successfully integrate any products, technologies, businesses or personnel that we might acquire in the future without significant costs or disruption to our business.



***We are exposed to fluctuations in currency exchange rates that could negatively impact our financial results and cash flows.***

Because a portion of our business is conducted outside the United States, we face exposure to adverse movements in foreign currency exchange rates. These exposures may change over time as business practices evolve, and they could have a material adverse impact on our financial results and cash flows. An increase in the value of the dollar could increase the real cost to our customers of our products in those markets outside the United States where we often sell in dollars, and a weakened dollar could increase the cost of local operating expenses and procurement of raw materials from sources outside the United States.

***Failure to comply with the Foreign Corrupt Practices Act or the UK Bribery Act could subject us to significant civil or criminal penalties.***

We earn a significant portion of our total revenues from international sales generated through our foreign direct and indirect operations. As a result, we are subject to the Foreign Corrupt Practices Act of 1977, as amended, or the FCPA, and the UK Bribery Act of 2010, or the UKBA, which are laws that prohibit bribery in the conduct of business. The FCPA generally prohibits U.S. companies and their intermediaries from making corrupt payments to foreign officials for the purpose of obtaining or keeping business or otherwise obtaining favorable treatment, and requires companies to maintain adequate record-keeping and internal accounting practices to accurately reflect the transactions of the company. The FCPA applies to companies, individual directors, officers, employees and agents. The UKBA is much broader and prohibits all bribery, in both the public and private sectors. Although the UKBA does not contain a separate financial records provision, such a requirement is captured under other UK legislation. Under the FCPA and the UKBA, U.S. companies, their subsidiaries, employees, senior officers and/or directors may be held liable for actions taken by strategic or local partners or representatives. In addition, the U.S. government or the UK government, as applicable, may seek to hold our Company liable for successor liability violations committed by companies in which we acquire. If we or our intermediaries fail to comply with the requirements of the FCPA and the UKBA, governmental authorities in the United States and the United Kingdom, as applicable, could seek to impose civil and/or criminal penalties, which could have a material adverse effect on our reputation and consolidated financial statements.

***We are subject to governmental export and import controls that could subject us to liability or impair our ability to compete in international markets.***

Our products are subject to U.S. export controls and may be exported outside the United States only with the required level of export license or through an export license exception because we incorporate encryption technology into our products. In addition, various countries regulate the import of certain encryption technology and have enacted laws that could limit our ability to distribute our products or our customers' ability to implement our products in those countries. Changes in our products or changes in export and import regulations may create delays in the introduction of our products in international markets, prevent our customers with international operations from deploying our products throughout their global systems or, in some cases, prevent the export or import of our products to certain countries altogether. Any change in export or import regulations or related legislation, shift in approach to the enforcement or scope of existing regulations or change in the countries, persons or technologies targeted by such regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential customers with international operations. Any decreased use of our products or limitation on our ability to export or sell our products would likely have a material adverse effect on our business and consolidated financial statements.

**Restructuring activities could adversely affect our ability to execute our business strategy.**

During fiscal 2009 and 2010 we had a number of restructuring activities, including office closings and lay-offs. These restructurings and any future restructurings, should it become necessary for us to continue to restructure our business due to worldwide market conditions or other factors that reduce the demand for our products and services, could adversely affect our ability to execute our business strategy in a number of ways, including through:

- loss of key employees;
- diversion of management's attention from normal daily operations of the business;
- diminished ability to respond to customer requirements related to both products and services;
- decrease in cash and profits related to severance payments and facility termination costs;
- disruption of our engineering and manufacturing processes, which could adversely affect our ability to introduce new products and to deliver products both on a timely basis and in accordance with the highest quality standards; and/or
- reduced ability to execute effectively internal administrative processes, including the implementation of key information technology programs.

**Regulation of the telecommunications industry could harm our operating results and future prospects.**

The telecommunications industry is highly regulated and our business and financial condition could be adversely affected by changes in the regulations relating to the telecommunications industry. Currently, there are few laws or regulations that apply directly to access to or delivery of voice services on IP networks. We could be adversely affected by regulation of IP networks and commerce in any country where we operate, including the United States. Such regulations could include matters such as voice over the Internet or using Internet protocol, encryption technology, and access charges for service providers. The adoption of such regulations could decrease demand for our products, and at the same time increase the cost of selling our products, which could have a material adverse effect on our business and consolidated financial statements.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

We have not announced any currently effective authorization to repurchase shares of our common stock. However, upon vesting of restricted stock awards, employees are permitted to return to us a portion of the newly-vested shares to satisfy the tax withholding obligations that arise in connection with such vesting. The following table summarizes repurchases of our common stock during the first quarter of fiscal 2012, which represent shares returned to satisfy tax withholding obligations:

**Issuer Purchases of Equity Securities**

| <u>Period</u>                        | <u>Total Number of Shares Purchased</u> | <u>Average Price Paid per Share</u> | <u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u> | <u>Approximate Dollar Value of Shares That May Yet be Purchased Under the Plans or Programs</u> |
|--------------------------------------|---|-------------------------------------|---|---|
| January 1 through January 31, 2012   | 1,572                                   | \$ 2.45                             | —   | —   |
| February 1 through February 24, 2012 | 3,594                                   | \$ 2.71                             | —   | —   |
| February 25 through March 30, 2012   | 26,498                                  | \$ 2.92                             | —   | —   |
| Total                                | <u>31,664</u>                           | \$ 2.87                             | —   | —   |

**Item 6. Exhibits**

| <u>Exhibit Number</u> | <u>Description</u>   |
|-----------------------|--|
| 10.1*+                | Employment Agreement between Sonus Networks, Inc. and Todd Abbott accepted on May 3, 2011          |
| 31.1*                 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2*                 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1*                 | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2*                 | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS**             | XBRL Instance Document   |
| 101.SCH**             | XBRL Taxonomy Extension Schema   |
| 101.CAL**             | XBRL Taxonomy Extension Calculation Linkbase   |
| 101.DEF**             | XBRL Taxonomy Extension Definition Linkbase  |
| 101.LAB**             | XBRL Taxonomy Extension Label Linkbase   |
| 101.PRE**             | XBRL Taxonomy Extension Presentation Linkbase  |

\* Filed herewith

+ Management contract or compensatory plan or arrangement

\*\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, or Section 17 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability.



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Sonus Networks, Inc.  
4 Technology Park Drive  
Westford, MA 01886

May 1, 2011

Mr. Todd Abbott  
<By Electronic Delivery>

Dear Todd:

I am pleased to provide you in this letter (the "Agreement") with the terms and conditions of our offer of employment by Sonus Networks, Inc. (the "Company").

1. **Position.** The Company agrees to employ you as its Senior Vice President of Worldwide Sales, with the powers and duties consistent with such position. You will report to the Chief Executive Officer of the Company (the "CEO"). As a full-time employee of the Company, you will be expected to devote all of your business time and energies to the affairs of the Company; any exceptions to be formally approved by the CEO.
2. **Commencement Date/Nature of Relationship.** Your employment will commence no later than May 3, 2011 (the "Commencement Date"). Employment at the Company is "at will" and either you or the Company may terminate the employment relationship at any time and for any reason or no reason, subject to the provisions of Section 8 below.
3. **Compensation.** During your employment with the Company, you will receive the following compensation:
  - (a) **Base Compensation.** Your initial base salary ("Base Salary") will be at the annualized rate of \$370,000 less applicable state and federal withholdings, paid twice monthly in accordance with the Company's normal payroll practices. The Company will review your Base Salary on an annual basis and such Base Salary may be adjusted at the discretion of the Compensation Committee of the Board (the "Compensation Committee"); provided that you may elect to terminate your employment for Good Reason (as defined below) if the Compensation Committee reduces your Base Salary without your consent.
  - (b) **Target Bonus.** You will be eligible to participate in the Senior Management Cash Incentive Plan (or its successor) during each year you are employed by the Company, with a target bonus of 50% of your then-current annual Base Salary ("Target Bonus"). If received, your Target Bonus will be pro-rated for the number of days in 2011 that you are employed with the Company. Specific objectives for 2011 will be agreed

upon with the CEO promptly after your Commencement Date. In subsequent years, your Target Bonus will be agreed upon with the CEO on or about January 1 with respect to an award for such year. Your annual Target Bonus will be paid as soon as practicable following the Company's public disclosure of its financial results for the applicable bonus year, but in no event later than April 15 of each such subsequent year.

- (c) **Stock Option Grant.** You will be granted non-qualified options ("Options") to purchase up to 500,000 shares of the Company's common stock, \$0.001 par value per share, under the Company's 2007 Stock Incentive Plan, as amended (the "Plan"), subject to the terms of the Plan and the terms of the Company's stock option agreement, which will reflect the terms of this Agreement. The grant date will be the first 15<sup>th</sup> day of the month that next follows your Commencement Date or the first business day thereafter if that day is not a business day. The per share exercise price will be the per share closing price of the Company's common stock on the grant date. Subject to the provisions of this Agreement, the Options will vest and become exercisable as follows: (i) 25% of the Options (125,000 shares) will vest on the first anniversary of your Commencement Date and (ii) the remaining 75% of the Options (375,000 shares) will vest in equal monthly increments of 2.0833% of the Options thereafter (10,416 shares per month) through the fourth anniversary of your Commencement Date. The Options will expire on the tenth anniversary of your Commencement Date.
- (d) **Performance Share Grant.** In addition to the above-referenced equity grant, you will be eligible to receive the following equity compensation upon the following terms and conditions:
  - (i) You will be granted 375,000 restricted shares of the Company's common stock under the Plan (the "Performance Shares"), subject to the terms and conditions of the Plan and the Company's restricted stock agreement, which will reflect the terms of this Agreement. Such Performance Shares will be granted on the first 15<sup>th</sup> day of the month following your Commencement Date or the first business day thereafter if that day is not a business day (the "Performance Share Grant Date").
  - (ii) The Performance Shares will only vest upon certain conditions:
    - (A) the Company must achieve certain performance metrics between January 1, 2011 and December 31, 2011 (the "Performance Period"); and
    - (B) except as provided below, you must remain employed with the Company at the end of such Performance Period.

- (iii) The CEO, in his sole discretion, will establish the “initiate”, “threshold”, “target” and “maximum” levels of achievement during the Performance Period. If Company performance (as determined by the Compensation Committee in its sole discretion) is determined to be:
- (A) above the “initiate” level of achievement, then Performance Shares will vest, on the schedule and subject to the terms and conditions set forth below;
  - (B) at the “threshold” level of achievement, then 125,000 Performance Shares will vest, on the schedule and subject to the terms and conditions set forth below;
  - (C) at the “target” level of achievement, then 250,000 Performance Shares will vest, on the schedule and subject to the terms and conditions set forth below; and
  - (D) at the “maximum” level of achievement, 375,000 Performance Shares will vest, on the schedule and subject to the terms and conditions set forth below;

provided, however, that the number of Performance Shares that will vest for performance between the “initiate”, “threshold”, “target”, and “maximum” levels of achievement for the Performance Period will be pro rated.

- (iv) The number of Performance Shares determined by the formula described in Section 3(d)(iii) above (subsequently referred to as “Restricted Shares”) will then vest as follows:
- (A) 25% of the Restricted Shares will vest on the date the Company reports its financial results by which the achievement of the performance metrics can be determined; and
  - (B) subject to your continued employment with the Company on each of the following vesting dates, 25% of the Restricted Shares will vest on each of the second, third and fourth anniversaries of your Commencement Date.
- (v) In the event that you are granted Performance Shares or Restricted Shares that will not vest, you will automatically forfeit (the “Forfeiture”), without any action required on your part, all of the unvested Performance Shares (the “Forfeited Shares”) that you received under this Agreement without the payment of consideration by the Company and the Forfeited Shares will revert to the Company. Upon and after Forfeiture, the Company will not

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pay any dividend to you on account of such Forfeited Shares or permit you to exercise any of the privileges or rights of a stockholder with respect to such Forfeited Shares, but shall, in so far as permitted by law, treat the Company as the owner of the Forfeited Shares.

- (vi) Section 83(b) Election. You may elect under Section 83(b) of the Internal Revenue Code of 1986, as amended, to be taxed at the time Performance Shares are granted on the Performance Share Grant Date (a “Section 83(b) Election”). A Section 83(b) Election must be filed with the Internal Revenue Service within thirty (30) days of the Performance Share Grant Date in connection with the grant of any Performance Shares. You are obligated to pay the Company the amount of any federal, state, local or other taxes of any kind required by law to be withheld with respect to the granting (if a Section 83(b) Election is made) or vesting (if a Section 83(b) Election is not made) of the shares. If you do not make a Section 83(b) Election, you will satisfy such tax withholding obligations by delivery to the Company, on each date on which shares of common stock will vest and such number of shares that vest on such date will have a fair market value (calculated using the last reported sale price of the common stock of the Company on the NASDAQ Global Select Market on the trading date immediately prior to such vesting date) equal to the amount of the Company’s withholding obligation; provided, however, that the total tax withholding cannot exceed the Company’s minimum statutory withholding obligations (based on minimum statutory withholding rates for federal and state tax purposes, including payroll taxes, that are applicable to such supplemental taxable income). Such delivery of shares of common stock to the Company will be deemed to happen automatically, without any action required on your part, and the Company is hereby authorized to take such actions as are necessary to effect such delivery of shares to the Company.

(e) *Acquisition.*

- (i) In the event of an Acquisition (as hereinafter defined):
- (A) 50% of all unvested Options will vest immediately upon the date of Acquisition, and the remaining unvested Options will continue to vest according to their terms; and
  - (B) if such Acquisition occurs during the Performance Period, 250,000 Performance Shares will vest as follows:

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- (1) 50% of such shares will vest immediately upon the date of the Acquisition; and
  - (2) subject to your continued employment with the Company or a successor entity, 16.667% of such shares will vest on each of the first, second and third anniversaries of the date of Acquisition; but
- (C) if such Acquisition occurs after the Performance Period, 50% of the unvested Restricted Shares will vest immediately upon the date of the Acquisition and the remaining unvested Restricted Shares will continue to vest according to their



terms.

4. **Employment Eligibility.** In compliance with the Immigration Reform and Control Act of 1986, you are required to establish your identity and employment eligibility. Therefore, on or before your first day of employment, you will be required to fill out an Employment Verification Form and present documents in accordance with such form.
5. **Benefits.** During your employment with the Company, you will be entitled to the following benefits:
- (a) You will be entitled to three (3) weeks of vacation per year and such calculation will be ratable for 2011 based upon your Commencement Date. Unused vacation may be carried over each year during your employment or paid to you upon termination consistent with Company policy and limitations;
  - (b) You will be entitled to participate as an employee of the Company in all benefit plans and fringe benefits and perquisites generally provided to employees of the Company in accordance with Company policy, currently including group health, life and dental insurance, 401(k) program and equity incentive plans. The Company retains the right to change, add or cease any particular benefit for its employees; and
  - (c) The Company will reimburse you for all reasonable travel, business development, meals, entertainment and other expenses incurred by you in connection with the performance of your duties and obligations on behalf of the Company. You will comply with such limitations and reporting requirements with respect to expenses as may be established by the Company from time to time and will promptly provide all appropriate and requested documentation in connection with such expenses.
6. **Confidentiality.** The Company considers the protection of its confidential information, proprietary materials and goodwill to be very important. Therefore, as a condition of your employment and the stock option and performance stock grants described above, you and the Company will become parties to a Noncompetition and Confidentiality Agreement. Two copies of this agreement have been sent with this

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Agreement. Please sign both copies and return them to the Company prior to your Commencement Date.

7. **Indemnity.** As an executive of the Company, the Company will provide you with an Indemnity Agreement. Two copies of this agreement have been sent with this Agreement. Please sign both copies and return them to the Company prior to your Commencement Date.

8. **Termination and Eligibility for Severance.** You will be eligible to receive the termination and severance benefits set forth in this Section 8 unless your employment is terminated by the Company for Cause (as defined below) or you resign from employment other than for Good Reason (as defined below).

- (a) In the event the Company terminates your employment for any reason other than Cause, your employment terminates due to your death or Disability (as defined below), or you terminate your employment for Good Reason, and subject to your execution of a comprehensive release as set forth in Section 8(c) below, you (or your estate or your successors and assigns, as the case may be) will be eligible to receive the following severance and related post-termination benefits:
  - (i) The Company will continue to pay your then-current Base Salary, less applicable state and federal withholdings, in accordance with the Company's usual payroll practices, for a period of twelve (12) months following the Date of Termination;
  - (ii) The Company will pay your then-current annual Target Bonus at 100% of target, less applicable state and federal withholdings, in a lump sum in accordance with Section 8(c) below;
  - (iii) The Company will continue to pay the Company's share of medical, dental and vision insurance premiums for you and your dependents for the twelve (12) month period following the termination of your employment; provided, that if immediately prior to the termination of your employment you were required to contribute towards the cost of premiums as a condition of receiving such insurance, you may be required to continue contributing towards the cost of such premiums under the same terms and conditions as applied to you and your dependents immediately prior to the termination of your employment in order to receive such continued insurance coverage;
  - (iv) Any allowable unreimbursed expenses, any accrued but unused vacation pay, and any earned but unpaid bonus amounts owing to you at the time of termination;

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- (v) Any Options that are unvested as of the termination date and that would vest during the twelve (12) months following your termination will accelerate and immediately vest and become exercisable upon termination, in accordance with the terms of the applicable stock option agreement; provided that if your termination under this Section 8(a) occurs in contemplation of, upon or after an Acquisition, then all unvested Options at that time will fully accelerate and immediately vest on the termination date; and all Options vesting pursuant to this Section 8(a)(v) will remain outstanding and exercisable for the shorter of three (3) years from your termination date or the original remaining life of the Options; and
- (vi) Any Restricted Shares that are unvested as of the termination date and that would vest during the twelve (12) months following your termination will accelerate and immediately vest upon termination and such shares will be freely marketable; provided that if your termination under this Section 8(a) occurs in contemplation of, upon or after an Acquisition, then all unvested Restricted Shares at that time will fully accelerate, immediately vest upon termination and be freely marketable.

- (b) If the Company terminates your employment for any reason other than Cause, your employment terminates due to your death or Disability, or you terminate your employment for Good Reason, and such termination occurs during the Performance Period, 250,000 Performance Shares will vest as follows:
- (i) 25% of such shares will vest immediately on the termination date; and
  - (ii) the remainder of such shares shall vest as Restricted Shares pursuant to the vesting schedule set forth in Section 8(a)(vi) above.
- (c) The Company's provision of the benefits described in Section 8(a) and/or Section 8(b) above will be contingent upon your execution of a release of all claims of any kind or nature in favor of the Company in a form to be provided by the Company (the "Release Agreement"). You will have twenty-one (21) days following your receipt of the Release Agreement to consider whether or not to accept it. If the Release Agreement is signed and delivered by you to the Company, you will have seven (7) days from the date of delivery to revoke your acceptance of such agreement. The payments described in Section 8(a)(i) above shall be made on the Company's regular payroll schedule, commencing on the eighth (8<sup>th</sup>) day following the delivery of the executed Release Agreement to the Company, provided that you have not revoked the Release Agreement; the payment described in Section 8(a) (ii) above shall be made simultaneously

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with the first payment made pursuant to Section 8(a)(i). The Company shall have no further obligation to you in the event your employment with the Company terminates at any time, other than those obligations specifically set forth in this Section 8.

- (d) The Company may terminate your employment at any time with or without Cause by written notice to you specifying the date of termination. You may terminate your employment with or without Good Reason by providing written notice to the Company at least thirty (30) days prior to the date of termination, specifying the basis for your claim of Good Reason. If you seek to terminate your employment for Good Reason, the Company will have ten (10) days following its receipt of written notice of termination to cure the circumstance giving rise to Good Reason. Upon a termination for Cause by the Company or upon a termination without Good Reason, you will be entitled to accrued but unpaid Base Salary and benefits through the date of termination only.
- (e) Definitions:
- (i) An "Acquisition" as used in this Agreement will mean any of the following: (A) any "person," as such term is used in Sections 13(d) and 14(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (other than the Company or its affiliates), is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such person any securities acquired directly from the Company or you) representing fifty percent (50%) or more of the combined voting power of the Company's then outstanding securities; (B) in the event that the individuals who as of the date hereof constitute the Board, and any new director whose election by the Board or nomination for election by the Company's stockholders was approved by a vote of at least a majority of the Board then still in office who either were members of the Board as of the date hereof or whose election or nomination for election was previously so approved, cease for any reason to constitute at least a majority thereof; (C) the consummation of a merger or consolidation of the Company with or the sale of the Company to any other entity and, in connection with such merger, consolidation or sale, individuals who constitute the Board immediately prior to the time any agreement to effect such merger or consolidation is entered into fail for any reason to constitute at least a majority of the board of directors of the surviving/purchasing or acquiring entity following the consummation of such merger, consolidation or sale; (D) the stockholders of the Company approve a plan of complete liquidation of the Company; or (E) the consummation of the sale or

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disposition by the Company of all or substantially all of the Company's assets to an entity not controlled by the Company.

- (ii) "Cause" as used in this Agreement means the occurrence of any of the following: (A) gross negligence or willful misconduct by you in the performance of your duties that is likely to have a material adverse effect on the Company or its reputation; (B) your indictment for, formal admission to (including a plea of guilty or *non contendere* to), or conviction of (1) a felony, (2) a crime of moral turpitude, dishonesty, breach of trust or unethical business conduct, or (3) any crime involving the Company; (C) your commission of an act of fraud or dishonesty in the performance of your duties; (D) repeated failure by you to perform your duties, which are reasonably and in good faith requested in writing by the CEO of the Company; (E) material breach of this Agreement by you, which you do not cure within ten (10) days following receipt by you of written notice of such breach; or (F) material breach of any written agreement between you and the Company, including, without limitation, the Noncompetition and Confidentiality Agreement, that you fail to remedy within ten (10) days following written notice from the Company.
  - (iii) "Disability" means an illness (mental or physical) or accident, which results in you being unable to perform your duties as an employee of the Company for a period of one hundred eighty (180) days, whether or not consecutive, in any twelve (12) month period.
  - (iv) "Good Reason" means (A) a material breach of this Agreement by the Company, which breach is not cured by the Company within ten (10) days following receipt of written notice thereof from you; provided, however, that the Company may only utilize its cure right two (2) times hereunder; (B) a reduction in your then annual Base Salary without your approval; or (C) the assignment to you of a lower position in the organization in terms of your title or responsibility, without your approval.
- (f) *Tax Implications of Termination Payments.* Subject to this Section 8(f), any payments or benefits required to be provided under Section 8 will be provided only upon the date of a "separation from service" with the Company as defined under Section 409A of the U.S. Internal Revenue Code of 1986, as amended, and the guidance issued thereunder ("Section 409A"), which occurs or after the date of termination

under this Section 8. The following rules will apply with respect to distribution of the payments and benefits, if any, to be provided to you under Section 8:

- (i) It is intended that each installment of the payments and benefits

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provided under Section 8 will be treated as a separate “payment” for purposes of Section 409A. Neither the Company nor you will have the right to accelerate or defer the delivery of any such payments or benefits except to the extent specifically permitted or required by Section 409A.

- (ii) If, as of the date your “separation from service” with the Company, you are not a “specified employee” (each within the meaning of Section 409A), then each installment of the payments and benefits will be made on the dates and terms set forth in Section 8.
- (iii) If, as of the date of your “separation from service” with the Company, you are a “specified employee” (each, for purposes of this Agreement, within the meaning of Section 409A), then:
  - (A) Each installment of the payments and benefits due under Section 8 that, in accordance with the dates and terms set forth herein, will in all circumstances, regardless of when the separation from service occurs, be paid within the short-term deferral period (as defined for the purposes of Section 409A) will be treated as a short-term deferral within the meaning of Treasury Regulation Section 1.409A-1(b)(4) to the maximum extent permissible under Section 409A; and
  - (B) Each installment of the payments and benefits due under Section 8 that is not paid within the short-term deferral period or otherwise cannot be treated as a short-term deferral within the meaning of Treasury Regulation Section 1.409A-1(b)(4) and that would, absent this subsection, be paid within the six-month period following your “separation from service” with the Company will not be paid until the date that is six months and one day after such separation from service (or, if earlier, your death), with any such installments that are required to be delayed being accumulated during the six-month period and paid in a lump sum on the date that is six months and one day following your separation from service and any subsequent installments, if any, being paid in accordance with the dates and terms set forth herein; provided, however, that the preceding provisions of this sentence will not apply to any installment of payments if and to the maximum extent that that such installment is deemed to be paid under a separation pay plan that does not provide for a deferral of compensation by reason of the application of Treasury Regulation 1.409A-1(b)(9)(iii) (relating to separation pay upon an involuntary separation from service). Any installments that qualify for the exception under Treasury

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Regulation Section 1.409A-1(b)(9)(iii) must be paid no later than the last day of the second taxable year following the taxable year in which your separation from service occurs.

9. **Section 409A of the Code.** This Agreement is intended to comply with the provisions of Section 409A and this Agreement will, to the extent practicable, be construed in accordance therewith. Terms used in this Agreement will have the meanings given such terms under Section 409A if and to the extent required in order to comply with Section 409A. Notwithstanding the foregoing, to the extent that this Agreement or any payment or benefit hereunder will be deemed not to comply with Section 409A, then neither the Company, the Board nor any of its or their respective designees or agents will be liable to you or any other person for any actions, decisions or determinations made in good faith.

10. **No Mitigation.** The parties hereto agree that you will not be required to mitigate damages in respect of any termination benefit or payment due under this Agreement, nor will any such benefit or payment be offset by any future compensation or income received by you from any other source.

11. **Provision of Benefits.** Should the continuation of any benefits to be provided to you following the termination of your employment hereunder be unavailable under the Company’s benefit plans for any reason, the Company will pay for you to receive such benefits under substantially similar plans from similar third party providers.

12. **Other Agreements.** You represent and warrant to the Company that you are not bound by any agreement with a previous employer or other party which you would in any way violate by accepting employment with the Company or performing your duties as an employee of the Company. You further represent and warrant that, in the performance of your duties with the Company, you will not utilize or disclose any confidential information in breach of an agreement with a previous employer or any other party.

13. **Assignment.** This Agreement is personal in nature and neither of the parties hereto will, without the written consent of the other, assign or otherwise transfer this Agreement or its obligations, duties and rights under this Agreement; provided, however, that in the event of the merger, consolidation, transfer or sale of all or substantially all of the assets of the Company, this Agreement will, subject to the provisions hereof, be binding upon and inure to the benefit of such successor and such successor will discharge and perform all of the promises, covenants, duties and obligations of the Company hereunder.

14. **General.**

- (a) **Entire Agreement; Modification.** This Agreement contains the entire agreement of the parties relating to the subject matter hereof, and the parties hereto have made no agreements, representations or warranties relating to the subject matter of this Agreement that are not set forth

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otherwise herein. This Agreement supersedes any and all prior agreements, written or oral, between you and the Company. No modification of this Agreement will be valid unless made in writing and signed by the parties hereto.

- (b) *Severable Provisions.* This provisions of this Agreement are severable and if any one or more provisions may be determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions of this Agreement will nevertheless be binding and enforceable. Notwithstanding the foregoing, if there are any conflicts between the terms of this Agreement and the terms of any Plan document referred to in this Agreement, then the terms of this Agreement will govern and control. Except as modified hereby, this Agreement will remain unmodified and in full force and effect.
- (c) *Governing Law.* This Agreement will be governed by and interpreted in accordance with the laws of the Commonwealth of Massachusetts, without regard to the conflict of laws provisions hereof.
- (d) *Arbitration.*
  - (i) Any controversy, dispute or claim arising out of or relating to this Agreement or the breach hereof which cannot be settled by mutual agreement will be finally settled by binding arbitration in Boston, Massachusetts, under the jurisdiction of the American Arbitration Association, before a single arbitrator appointed in accordance with the arbitration rules of the American Arbitration Association, modified only as herein expressly provided. The arbitrator may enter a default decision against any party who fails to participate in the arbitration proceedings.
  - (ii) The decision of the arbitrator on the points in dispute will be final, non-appealable and binding, and judgment on the award may be entered in any court having jurisdiction thereof.
  - (iii) Except as otherwise provided in this Agreement, all the fees and expenses of the arbitrator will be borne by the Company, and each party will bear the fees and expenses of its own attorney.
  - (iv) The parties agree that this Section 14(d) has been included to rapidly and inexpensively resolve any disputes between them with respect to this Agreement, and that this Section 14(d) will be grounds for dismissal of any court action commenced by either party with respect to this Agreement, other than post-arbitration actions seeking to enforce an arbitration award or actions seeking an injunction or temporary restraining order. In the event that any

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court determines that this arbitration procedure is not binding, or otherwise allows any litigation regarding a dispute, claim, or controversy covered by this Agreement to proceed, the parties hereto hereby waive any and all right to a trial by jury in or with respect to such litigation.

- (v) The parties will keep confidential, and will not disclose to any person, except as may be required by law, the existence of any controversy hereunder, the referral of any such controversy to arbitration or the status or resolution thereof.
- (e) *Notices.* All notices will be in writing and will be delivered personally (including by courier), sent by facsimile transmission (with appropriate documented receipt thereof), by overnight receipted courier service (such as UPS or Federal Express) or sent by certified, registered or express mail, postage prepaid, to the Company at the following address: General Counsel, Sonus Networks, Inc., 4 Technology Park Drive, Westford, MA 01886, and to you at the address in your then-current employment records. Any such notice will be deemed given when so delivered personally, or if sent by facsimile transmission, when transmitted, or, if by certified, registered or express mail, postage prepaid mailed, forty-eight (48) hours after the date of deposit in the mail. Any party may, by notice given in accordance with this paragraph to the other party, designate another address or person for receipt of notices hereunder.
- (f) *Counterparts.* This Agreement may be executed in more than one counterpart, each of which will be deemed to be an original, and all such counterparts together will constitute one and the same instrument.
- (g) *Survival.* All terms of this Agreement, which by their nature extend beyond its termination, will remain in effect until fulfilled and apply to the parties' respective successors and assigns.

You may accept this offer of employment and the terms and conditions thereof by confirming your acceptance in writing by May 2, 2011. Please send your countersignature to this Agreement to the Company, or via e-mail to Kathy Harris, which execution will evidence your agreement with the terms and conditions set forth herein. We are enthusiastic about your joining us, and believe that our technical and business goals will provide every opportunity for you to achieve your personal and professional objectives.

Todd, I am looking forward to your joining the team to help us take Sonus to the next level.

Very truly yours,

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/s/ Ray Dolan  
Ray Dolan  
Chief Executive Officer

Accepted by:



**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Raymond P. Dolan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sonus Networks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 30, 2012

/s/ RAYMOND P. DOLAN

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Raymond P. Dolan  
*President and Chief Executive Officer*  
*(Principal Executive Officer)*

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[EXHIBIT 31.1](#)

[CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002](#)

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Maurice Castonguay, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Sonus Networks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 30, 2012

/s/ MAURICE CASTONGUAY

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Maurice Castonguay  
*Senior Vice President and Chief Financial Officer*  
*(Principal Financial Officer)*

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[EXHIBIT 31.2](#)

[CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002](#)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Sonus Networks, Inc. (the "Company") for the period ended March 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Raymond P. Dolan, President and Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 30, 2012

/s/ RAYMOND P. DOLAN

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Raymond P. Dolan  
*President and Chief Executive Officer*  
*(Principal Executive Officer)*

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[EXHIBIT 32.1](#)

[CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002](#)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Sonus Networks, Inc. (the "Company") for the period ended March 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Maurice Castonguay, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 30, 2012

/s/ MAURICE CASTONGUAY

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Maurice Castonguay  
*Senior Vice President and Chief Financial Officer*  
*(Principal Financial Officer)*

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[EXHIBIT 32.2](#)

[CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002](#)