

SONUS NETWORKS INC

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 06/01/16

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CIK	0001105472
Symbol	SONS
SIC Code	7373 - Computer Integrated Systems Design
Industry	Communications Equipment
Sector	Technology
Fiscal Year	12/31

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

SONUS NETWORKS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:

SONUS NETWORKS, INC.

SUPPLEMENT TO PROXY STATEMENT

FOR THE 2016 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE 9, 2016

This Supplement relates to the Proxy Statement of Sonus Networks, Inc., a Delaware corporation, as previously filed by us and furnished to our stockholders in connection with the solicitation of proxies by our Board of Directors for the 2016 Annual Meeting of Stockholders (the “annual meeting”). All capitalized terms used in this Supplement and not otherwise defined herein have the respective meanings ascribed to such terms in the Proxy Statement.

**Additional Information Regarding
Proposal 3 — APPROVAL OF A STOCK OPTION EXCHANGE PROGRAM**

As described in the Proxy Statement, the options eligible for the Exchange Program will be those having an exercise price that is not lower than the highest intra-day trading price of our common stock as reported on The Nasdaq Global Select Market during the 52 weeks preceding the date on which we commence the Exchange Program. Consistent with this and with the authority retained by the Board to specify the final terms of the Exchange Program, and after taking into consideration input from a proxy advisory firm following the filing of the Proxy Statement, the Board intends to further limit eligibility for participation in the Exchange Program to options having an exercise price that is at least the higher of: (i) the highest intra-day trading price of our common stock as reported on The Nasdaq Global Select Market during the 52 weeks preceding the date on which we commence the Exchange Program, or (ii) 125% of the current trading price of our common stock on the date on which we commence the Exchange Program.

Additional Information

The Company plans to hold the annual meeting as previously scheduled on June 9, 2016. The proposals included in the Proxy Statement will be presented to stockholders for consideration at the annual meeting.

If you have already voted and do not wish to change your vote, you do not need to do anything. Your vote will be tabulated as you previously instructed. You may revoke your proxy and change your vote at any time before the polls close at the annual meeting, as described on page 10 of the Proxy Statement under the heading “How can I change my vote?”.

If you have any questions about our Proxy Statement, this Supplement or the annual meeting, you may contact Jeffrey M. Snider, Chief Administrative Officer, at 978-614-8600. If you need assistance with the voting procedures, including casting or changing your vote, you may contact our proxy solicitor, Georgeson LLC, at 866-431-2105.

June 1, 2016
