

# SONUS NETWORKS INC

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 10/28/16

Address	4 TECHNOLOGY PARK DRIVE WESTFORD, MA 01886
Telephone	9786148100
CIK	0001105472
Symbol	SONS
SIC Code	7373 - Computer Integrated Systems Design
Industry	Communications & Networking
Sector	Technology
Fiscal Year	12/31

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

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**SONUS NETWORKS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**04-3387074**  
(I.R.S. Employer Identification No.)

**4 Technology Park Drive, Westford, Massachusetts**  
(Address of Principal Executive Offices)

**01886**  
(Zip Code)

**Amended and Restated Stock Incentive Plan**  
(Full title of the plan)

**Jeffrey M. Snider**  
**Senior Vice President, Chief Administrative Officer and General Counsel**  
**Sonus Networks, Inc.**  
**4 Technology Park Drive**  
**Westford, Massachusetts 01886**  
(Name and address of agent for service)

**(978) 614-8100**  
(Telephone number, including area code, of agent for service)

**Copies to:**

**Jonathan Wolfman**  
Wilmer Cutler Pickering Hale and Dorr LLP  
60 State Street  
Boston, Massachusetts 02109  
(617) 526-6833

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       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
Common Stock, \$0.001 par value per share	800,000(2)	\$ 6.25	\$ 5,000,000.00	\$ 579.50

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Consists of 800,000 additional shares issuable under the registrant's Amended and Restated Stock Incentive Plan, which additional shares were approved by the registrant's stockholders at the registrant's annual meeting of stockholders held on June 9, 2016.

(3) This estimate is made solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and is based upon the average of the high and low prices of the registrant's common stock as reported on the NASDAQ Global Select Market on October 27, 2016.



## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed to register the offer and sale of an additional 800,000 shares of the registrant's common stock, \$0.001 par value per share, to be issued under the registrant's Amended and Restated Stock Incentive Plan (which was formerly known as the registrant's 2007 Stock Incentive Plan, as amended) and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of the following Registration Statements on Form S-8 previously filed by the registrant with the Securities and Exchange Commission:

- (1) Registration Statement on Form S-8 (File No. 333-150022), filed on April 1, 2008, relating to 1,900,000 shares of common stock to be offered and sold under the registrant's 2007 Stock Incentive Plan;
- (2) Registration Statement on Form S-8 (File No. 333-163684), filed on December 11, 2009, relating to an additional 1,080,540 shares of common stock to be offered and sold under the registrant's 2007 Stock Incentive Plan, as amended;
- (3) Registration Statement on Form S-8 (File No. 333-170285), filed on November 2, 2010, relating to an additional 4,000,000 shares of common stock to be offered and sold under the registrant's 2007 Stock Incentive Plan, as amended;
- (4) Registration Statement on Form S-8 (File No. 333-190318), filed on August 1, 2013, relating to an additional 4,200,000 shares of common stock to be offered and sold under the registrant's 2007 Stock Incentive Plan, as amended;
- (5) Registration Statement on Form S-8 (File No. 333-202360), filed on February 27, 2015, relating to an additional 3,096,173 shares of common stock to be offered and sold under the registrant's 2007 Stock Incentive Plan, as amended; and
- (6) Registration Statement on Form S-8 (File No. 333-205963), filed on July 30, 2015, relating to an additional 1,400,000 shares of common stock to be offered and sold under the registrant's 2007 Stock Incentive Plan, as amended.

Unless otherwise indicated, all references herein to share numbers have been adjusted to give effect to the one-for-five reverse stock split of the registrant's common stock that was made effective on the NASDAQ Global Select Market as of the commencement of trading on January 30, 2015.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The registrant is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated in this Registration Statement by reference:

- (a) The registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2015;
- (b) The registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016, June 30, 2016 and September 30, 2016;

- (c) The registrant's Current Reports on Form 8-K filed with the Commission on June 13, 2016 (but only with respect to Item 5.02); June 15, 2016; and July 27, 2016 (but only with respect to Items 2.05 and 5.02);
- (d) The registrant's Amendment No. 1 to Current Report on Form 8-K/A filed with the Commission on July 8, 2016;
- (e) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the registrant's Annual Report referred to in (a) above; and
- (f) The descriptions of the registrant's common stock contained in the registrant's Registration Statement on Form 8-A filed with the Commission on April 5, 2000 pursuant to Section 12(g) of the Exchange Act, including any amendment or report filed for the purpose of updating such descriptions.

All documents subsequently filed pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Unless expressly incorporated into this Registration Statement, a report furnished but not filed on Form 8-K shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

The Exhibit Index immediately following the signature page is incorporated herein by reference.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Westford, the Commonwealth of Massachusetts, on October 28, 2016.

### SONUS NETWORKS, INC.

By: /s/ Jeffrey M. Snider  
Name: Jeffrey M. Snider  
Title: Senior Vice President, Chief Administrative Officer and General Counsel

### POWER OF ATTORNEY

We, the undersigned officers and directors of Sonus Networks, Inc., hereby severally constitute and appoint Susan Villare and Jeffrey M. Snider, each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Sonus Networks, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Raymond P. Dolan</u> Raymond P. Dolan	President and Chief Executive Officer (Principal Executive Officer) and Director	October 28, 2016
<u>/s/ Susan M. Villare</u> Susan M. Villare	Interim Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 28, 2016
<u>/s/ Richard J. Lynch</u> Richard J. Lynch	Chairman	October 28, 2016
<u>/s/ Matthew W. Bross</u> Matthew W. Bross	Director	October 28, 2016
<u>/s/ Beatriz V. Infante</u> Beatriz V. Infante	Director	October 28, 2016
<u>/s/ Howard E. Janzen</u> Howard E. Janzen	Director	October 28, 2016
<u>/s/ Pamela D.A. Reeve</u> Pamela D.A. Reeve	Director	October 28, 2016
<u>/s/ John A. Schofield</u> John A. Schofield	Director	October 28, 2016

/s/ Scott E. Schubert  
Scott E. Schubert

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Director

October 28, 2016

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the registrant.
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP.
24.1	Power of Attorney (included on the signature page).
99.1	Amended and Restated Stock Incentive Plan, as filed with the registrant's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on July 29, 2016 and incorporated herein by reference.

October 28, 2016

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

Re: Amended and Restated Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 800,000 shares of common stock, \$0.001 par value per share (the "Shares"), of Sonus Networks, Inc., a Delaware corporation (the "Company"), issuable under the Company's Amended and Restated Stock Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Jonathan Wolfman  
Jonathan Wolfman, Partner

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 23, 2016, relating to the consolidated financial statements of Sonus Networks, Inc. and subsidiaries (the Company), and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Sonus Networks, Inc. for the year ended December 31, 2015.

*/s/ Deloitte & Touche LLP*

Boston, Massachusetts  
October 28, 2016

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