

SONUS NETWORKS INC

Reported by
RILEY KEVIN W.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/20/17 for the Period Ending 03/16/17

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

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Riley Kevin W. (Last) (First) (Middle) C/O SONUS NETWORKS, INC., 4 TECHNOLOGY PARK DRIVE (Street) WESTFORD, MA 01886 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol SONUS NETWORKS INC [SONS] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/16/2017</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) SVP Engineering & CTO 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/16/2017		M		5273 <u>(1)</u>	A	\$0	148077	D	
Common Stock	3/16/2017		F		4962 <u>(2)</u>	D	\$6.62	143115	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)																
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Performance-Based Restricted Stock Units (PSUs)	\$0	3/16/2017		M		5273	<u>(1)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	5273	<u>(1)</u>	\$0	5834	<u>(4)</u>	D

Explanation of Responses:

- (Represents the vesting (at 90.4% of target) of Performance-Based Restricted Stock Units (PSUs) granted on March 16, 2015 for the 2016 performance period.
- 1) Performance for this award during the award's 2016 performance period was measured based on the Issuer's total shareholder return (TSR) compared to pre-established relative TSR goals, based on the TSR of the NASDAQ Telecommunications Index, that were set by the Compensation Committee of the Issuer's Board of Directors.
- (
- 2) PAYMENT OF TAX LIABILITY BY DELIVERING SECURITIES TO THE ISSUER INCIDENT TO THE VESTING OF A SECURITY.
- (
- 3) The remaining PSUs will vest, if at all, on March 16, 2018.
- (
- 4) Amount reflects the forfeiture of (i) 5,833 PSUs of the aggregate amount granted on March 16, 2015 that failed to vest following the 2015 performance period based on the Issuer's performance for such 2015 performance period, and (ii) 560 PSUs of the aggregate amount granted on March 16, 2015 that failed to vest following the 2016 performance period based on the Issuer's performance for such 2016 performance period, each as determined by the Compensation Committee of the Issuer's Board of Directors at the end of the applicable performance period. The original aggregate number of PSUs granted to the Reporting Person on March 16, 2015 was reported in Table II of Form 4 filed by the Reporting Person on March 17, 2015.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Riley Kevin W. C/O SONUS NETWORKS, INC. 4 TECHNOLOGY PARK DRIVE WESTFORD, MA 01886			SVP Engineering & CTO	

Signatures

Kevin W. Riley

3/20/2017

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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