

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Empire Capital Management, L.L.C.</u>  (Last) (First) (Middle) 1 GORHAM ISLAND SUITE 201  (Street) WESTPORT CT 06880  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SONUS NETWORKS INC [ SONS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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, par value \$0.001	05/01/2012		P		200,000	A	\$2.84	28,700,000	I	See Footnotes <sup>(1)</sup> (2)(3)(4)
Common Stock, par value \$0.001	05/02/2012		P		300,000	A	\$2.82	29,000,000	I	See Footnotes <sup>(1)</sup> (2)(3)(4)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Empire Capital Management, L.L.C.  
 (Last) (First) (Middle)  
 1 GORHAM ISLAND  
 SUITE 201  
 (Street)  
 WESTPORT CT 06880  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Fine Scott A  
 (Last) (First) (Middle)  
 C/O EMPIRE CAPITAL MANAGEMENT LLC  
 1 GORHAM ISLAND, SUITE 201  
 (Street)  
 WESTPORT CT 06880  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Richards Peter J

(Last) (First) (Middle)

C/O EMPIRE CAPITAL MANAGEMENT LLC  
1 GORHAM ISLAND, SUITE 201

(Street)  
WESTPORT CT 06880

(City) (State) (Zip)

**Explanation of Responses:**

1. This statement is filed by Empire Capital Management, LLC, a Delaware limited liability company (Empire Management) with respect to the shares of Common Stock directly held by Empire Capital Partners, LP (Empire Onshore), Empire Capital Partners, LTD (Empire Offshore), Empire Capital Partners Enhanced Master Fund, LTD (Empire Enhanced Master, and together, the Empire Investment Funds) and Charter Oak Partners LP, Charter Oak Partners II LP and Charter Oak Master Fund Ltd (together, the Empire Sub-Advised Funds).
2. Empire Management serves as the Investment Manager to, and has investment discretion over the securities held by, the Empire Investment Funds and the Empire Sub-Advised Funds. Mr. Fine and Mr. Richards are the only Managing Members of the Empire Management.
3. Mr. Fine disclaims beneficial ownership of the shares of Common Stock reflected in this filing, except with respect to any pecuniary interest in such securities.
4. Mr. Richards disclaims beneficial ownership of the shares of Common Stock reflected in this filing, except with respect to any pecuniary interest in such securities.

**Remarks:**

<u>/s/ Scott A. Fine, individually and as Managing Member of Empire Capital Management LLC /s/ Peter J. Richards, individually and as Managing Member of Empire Capital Management LLC</u>	<u>05/03/2012</u>
<u>Scott A. Fine</u>	<u>05/03/2012</u>
<u>Peter J. Richards</u>	<u>05/03/2012</u>
** 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**