

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>Riley Kevin W.</u> (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 <u>SONUS NETWORKS INC [SONS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) SVP Engineering & CTO
	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2017	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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. 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	03/31/2017		A		93,750 ⁽¹⁾	A	\$0	236,865	D	
Common Stock	04/03/2017		M		4,750 ⁽⁴⁾⁽⁵⁾	A	\$0	241,615	D	
Common Stock	04/03/2017		F		7,637 ⁽⁸⁾	D	\$6.59	233,978	D	

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	Title	Amount or Number of Shares				
Performance-Based Restricted Stock Units (PSUs)	\$0	03/31/2017		A		31,250 ⁽²⁾		(3)	(3)	Common Stock	31,250 ⁽²⁾	\$0	31,250 ⁽²⁾	D	
Performance-Based Restricted Stock Units (PSUs)	\$0	04/03/2017		M		4,750 ⁽⁴⁾⁽⁵⁾		(6)	(6)	Common Stock	4,750 ⁽⁴⁾⁽⁵⁾	\$0	12,500 ⁽⁷⁾	D	

Explanation of Responses:

- These are restricted shares of Common Stock that vest over a three-year period as follows: one-third of the shares shall vest on March 31, 2018, and the remaining two-thirds of the shares shall vest in four equal increments semi-annually thereafter through March 31, 2020.
- Each PSU represents a contingent right to receive one share of the Issuer's Common Stock, 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. The aggregate number of shares issued may range from zero (0) shares to 120% of the target number of shares reported in columns 7 and 9 of this report.
- Between zero (0) and 200% of one-third of the PSUs will vest, if at all, on each of March 31, 2018, March 31, 2019 and March 31, 2020.
- Represents the number of shares of Common Stock that vested for the 2016 performance period in connection with the 18,750 PSUs granted to the Reporting Person on April 1, 2016. As described in the Form 4 filed by the Reporting Person on April 5, 2016, between zero (0) and 200% of 6,250 PSUs were eligible to vest to the Reporting Person on April 1, 2017 for the 2016 performance period. Of this amount, 4,750 shares of Common Stock actually vested to the Reporting Person, representing vesting at 76.0% of target for the 2016 performance period. 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.
- As a result of achievement at 76.0% of target based on the Issuer's performance for the 2016 performance period, the Reporting Person forfeited 1,500 shares. In addition, of the 4,750 total shares of Common Stock that vested for the 2016 performance period, the Reporting Person delivered 1,543 shares to the Issuer for payment of tax liability incident to the vesting of a security, as detailed in Footnote 8 to this Form 4.
- Between zero (0) and 200% of one half of the remaining PSUs will vest, if at all, on each of April 1, 2018 and April 1, 2019.
- Amount reflects the forfeiture of 1,500 PSUs of the aggregate amount granted on April 1, 2016 that failed to vest following the 2016 performance period based on the Issuer's performance for such 2016 performance period as determined by the Compensation Committee of the Issuer's Board of Directors at the end of the 2016 performance period. The original aggregate number of PSUs granted to the Reporting Person on April 1, 2016 was reported in Table II of Form 4 filed by the Reporting Person on April 5, 2016.
- PAYMENT OF TAX LIABILITY BY DELIVERING SECURITIES TO THE ISSUER INCIDENT TO THE VESTING OF A SECURITY.

Remarks:

Kevin W. Riley 04/04/2017
 ** 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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