

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

DECEMBER 6, 2002

Date of Report (Date of earliest event reported)

SONUS NETWORKS, INC.
(Exact Name of Registrant as Specified in Charter)

DELAWARE

000-30229

04-3387074

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

5 CARLISLE ROAD, WESTFORD, MA 01886
(Address of Principal Executive Offices) (Zip Code)

(978) 692-8999

(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS

By letter dated December 6, 2002, Sonus Networks, Inc. (the "Company") received notification from Nasdaq that the Company has regained compliance with the minimum bid requirement for continued listing on the Nasdaq National Market because the closing bid price of the Company's common stock had been at \$1.00 per share or greater for at least 10 consecutive trading days. As reported in the Company's Quarterly Report on Form 10-Q, filed November 13, 2002, the Company had received notification from Nasdaq on September 16, 2002 that for 30 consecutive trading days, the Company's common stock had closed below the minimum \$1.00 per share requirement for continued listing on the Nasdaq National Market.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 6, 2002 SONUS NETWORKS, INC.

By: /s/ Stephen J. Nill

Stephen J. Nill
Chief Financial Officer, Vice President of
Finance and Administration and Treasurer
(PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER)