



SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G/A

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Amendment No.2

**SONUS NETWORKS INC**

(Name of Issuer)

**Common Stock, \$0.001 par value per share**  
(Title of Class of Securities)

835916107

(CUSIP Number)

April 30, 2012

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Page 1 of 9 Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Empire Capital Management, L.L.C.
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
<b>3</b>	<b>SEC USE ONLY</b>
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Delaware
<b>5</b>	<b>SOLE VOTING POWER</b> 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>6</b> <b>SHARED VOTING POWER</b> 28,500,000 Shares of Common Stock
	<b>7</b> <b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b> <b>SHARED DISPOSITIVE POWER</b> 28,500,000 Shares of Common Stock
	<b>9</b> <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 28,500,000 Shares of Common Stock
<b>10</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 10.2%
<b>12</b>	<b>TYPE OF REPORTING PERSON</b> OO

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Scott A. Fine
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
<b>3</b>	<b>SEC USE ONLY</b>
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States
<b>5</b>	<b>SOLE VOTING POWER</b> 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>6</b> <b>SHARED VOTING POWER</b> 28,500,000 Shares of Common Stock
	<b>7</b> <b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b> <b>SHARED DISPOSITIVE POWER</b> 28,500,000 Shares of Common Stock
	<b>9</b> <b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 28,500,000 Shares of Common Stock
<b>10</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 10.2%
<b>12</b>	<b>TYPE OF REPORTING PERSON</b> IN

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Peter J. Richards
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
<b>3</b>	<b>SEC USE ONLY</b>
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States
<b>5</b>	<b>SOLE VOTING POWER</b> 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>6</b> <b>SHARED VOTING POWER</b> 28,500,000 Shares of Common Stock
	<b>7</b> <b>SOLE DISPOSITIVE POWER</b> 0
	<b>8</b> <b>SHARED DISPOSITIVE POWER</b> 28,500,000 Shares of Common Stock
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<b>10</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</b> <input type="checkbox"/>
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b> 10.2%
<b>12</b>	<b>TYPE OF REPORTING PERSON</b> IN

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This statement on Schedule 13G (the "Schedule 13G") relates to the Common Stock (as defined below) of the Company (as defined below).

**Item 1 (a). NAME OF ISSUER.**

The name of the issuer is SONUS NETWORKS INC (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Company's principal executive offices are located at 4 Technology Park Drive, Westford, MA 01886.

**Item 2 (a). NAME OF PERSON FILING:**

This statement is filed by:

- (i) 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 (the Empire Sub-Advised Funds);
- (ii) Mr. Scott A. Fine ("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; and
- (iii) Mr. Peter J. Richards ("Mr. Richards") disclaims beneficial ownership of the shares of Common Stock reflected in this filing, except to the extent with respect to any pecuniary interest in such securities.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

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. Empire GP serves as the general partner of Empire Onshore. Empire GP has retained Empire Management to serve as Investment Manager to Empire Onshore. Mr. Fine and Mr. Richards are the only Managing Members of Empire Management and the only Managing Partners of Empire GP.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person.

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**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

The address of the business office of each of the Reporting Persons is 1 Gorham Island, Suite 201, Westport, CT 06880.

**Item 2(c). CITIZENSHIP:**

Each of Empire GP and Empire Management is a limited liability company organized under the laws of the State of Delaware. Messrs. Fine and Richards are each a United States citizen.

**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Common stock, \$0.001 par value per share (the "Common Stock").

**Item 2(e). CUSIP NUMBER:  
835916107****Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
  
- (g)  Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  
- (i)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
  
- (j)  Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

**Item 4. OWNERSHIP.**

The percentages set forth in this Schedule 13G are calculated based upon 279,897,911 shares of Common Stock issued and outstanding, which is the number of shares of Common Stock issued and outstanding as of April 18, 2012 as reported by the Company in its Form 10-Q for the period ended March 31, 2012 filed on April 30, 2012.

The information as of the filing date required by Items 4(a) – (c) is set forth in Rows 5 – 11 of the cover page for each Reporting Person and is incorporated herein by reference for each such Reporting Person.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

Note applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP.**

Not applicable.

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**Item 10. CERTIFICATION.**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: May 1, 2012

By: /s/ Scott A. Fine

Name: Scott A. Fine

Title: Individually, and as Managing Partner of Empire GP, L.L.C. and Managing Member of Empire Capital Management, L.L.C.

/s/ Peter J. Richards

Name: Peter J. Richards

Title: Individually, and as Managing Partner of Empire GP, L.L.C. and Managing Member of Empire Capital Management, L.L.C.

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**EXHIBIT 1**  
**JOINT ACQUISITION STATEMENT**  
**PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: May 1, 2012

By: /s/ Scott A. Fine  
Name: Scott. A. Fine  
Title: Individually, and as Managing Partner of Empire GP, L.L.C. and Managing Member of Empire Capital Management, L.L.C.

/s/ Peter J. Richards  
Name: Peter J. Richards  
Title: Individually, and as  
Managing Partner of Empire GP, L.L.C. and Managing Member of Empire Capital  
Management, L.L.C.