

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE TO  
AMENDMENT NO. 1  
(RULE 13e-4)  
TENDER OFFER STATEMENT  
UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
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SONUS NETWORKS, INC.  
(Name of Subject Company (Issuer) and Filing Person (Offeror))  
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OPTIONS TO PURCHASE COMMON STOCK, \$0.001 PAR VALUE PER SHARE,  
HAVING AN EXERCISE PRICE OF \$0.67 OR MORE PER SHARE  
(Title of Class of Securities)  
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835916107  
(CUSIP Number of Class of Securities)  
(Underlying Common Stock)  
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HASSAN M. AHMED  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
SONUS NETWORKS, INC.  
5 CARLISLE ROAD  
WESTFORD, MASSACHUSETTS 01886  
TELEPHONE: 978-392-8100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications on Behalf of Filing Person)

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CALCULATION OF FILING FEE

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TRANSACTION VALUATION*	AMOUNT OF FILING FEE
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\$741,188

\$68.19

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\*Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 14,823,752 shares of common stock of Sonus Networks, Inc. having a weighted average exercise price of \$10.15 per share will be exchanged pursuant to this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee is calculated at \$92 per \$1,000,000 of the transaction value.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$68.19 Filing Party: Sonus Networks, Inc.  
Form or Registration No.: Schedule TO Date Filed: October 16, 2002

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:



#### INTRODUCTORY STATEMENT

This Amendment No. 1 amends the Tender Offer Statement on Schedule T0 ("Schedule T0") filed with the Securities and Exchange Commission on October 16, 2002, relating to our offer to exchange certain options to purchase shares of our common stock, par value \$0.001 per share, having an exercise price of \$0.67 or more, for new options to purchase shares of our common stock upon the terms and subject to the conditions described in the Offer to Exchange Outstanding Stock Options, dated October 16, 2002.

#### ITEM 12. EXHIBITS

Item 12 of the Schedule T0 is hereby amended so as to amend and restate Exhibit (a)(5) in its entirety. The amended and restated Exhibit (a)(5) is attached hereto.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule TO is true, complete and correct.

Date: October 17, 2002

SONUS NETWORKS, INC.

By: /s/ Hassan M. Ahmed

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Hassan M. Ahmed  
PRESIDENT AND CHIEF EXECUTIVE OFFICER

EXHIBIT (a)(5)

[THE FOLLOWING IS THE TEXT OF A COVER LETTER THAT THE REGISTRANT SENT TO ALL EMPLOYEES OF SONUS NETWORKS, INC. BY ELECTRONIC MAIL WITH THE OFFER TO EXCHANGE OUTSTANDING STOCK OPTIONS AND RELATED EXHIBITS, INCLUDING THE STATEMENT OF STOCK OPTION GRANTS AND ELECTION FORM ON OCTOBER 16, 2002.]

Attached is the offer to exchange your outstanding stock options filed this morning with the SEC. Please read the documents carefully so that you fully understand the terms and conditions of the exchange program.

Additionally, the finance department will be holding information sessions to answer any remaining questions that you might have. Specific details about these sessions will be distributed over the next couple of days.

A special tender offer e-mail address, [exchangeprogram@sonusnet.com](mailto:exchangeprogram@sonusnet.com), is available for you to submit administrative questions about this offer. However, please be aware that we are not permitted to provide any advise as to your participation in the plan. Any financial or tax questions should be directed to your personal financial advisors.

Also attached are the election and withdrawal forms in MS word format which you may fill out electronically and return using any of the methods described in the offer to exchange documents.

Thank you in advance,

Bryce Chicoyne  
Corporate Accounting and Financial Reporting Manager