

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

(Rule 13e-4)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

SONUS NETWORKS, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Common stock, \$0.001 par value

(Title of Class of Securities)

835916107

(CUSIP Number of Class of Securities (Underlying Common Stock))

Jeffrey Snider

Senior V.P., General Counsel and Secretary

Sonus Networks, Inc.

7 Technology Park Drive

Westford, MA 01886

(978) 614-8100

(Name, address and telephone number of person authorized to receive notices
and communications on behalf of filing persons)

with a copy to:

Mark J. Kelson, Esq.

Manatt, Phelps & Phillips, LLP

11355 West Olympic Boulevard

Los Angeles, CA 90064

(310) 312-4000

CALCULATION OF FILING FEE

Transaction Valuation

Not applicable

Amount of Filing Fee*

Not applicable

* Pursuant to General Instruction D to Schedule TO, no filing fee is required in connection with this filing as it contains only preliminary communications made before the commencement of a tender offer.

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:

Not applicable

Filing Party:

Not applicable

Form of Registration No.:

Not applicable

Date Filed:

Not applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of the 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:

On June 19, 2009, the stockholders of Sonus Networks, Inc. ("Sonus" or the "Company") voted at the 2009 annual meeting of stockholders to approve the Company's proposed stock option exchange program (the "Stock Option Exchange Program") for the Company's U.S. employees other than the Company's members of the Board of Directors (the "Board"), executive officers and former members of the Board, executive officers and employees. In connection with the Stock Option Exchange Program, the Company is herewith filing an email memorandum to Sonus employees, dated August 3, 2009, from Dr. Richard N. Nottenburg, President and CEO of the Company, regarding the Stock Option Exchange Program.

The employee communication attached hereto as Exhibit 99.1 to this Schedule TO does not constitute an offer to holders of the Company's outstanding stock options to tender those options.

The Stock Option Exchange Program has not yet commenced. Sonus will file a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission ("SEC") upon the commencement of the Stock Option Exchange Program. Persons who are eligible to participate in the Stock Option Exchange Program should read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the Stock Option Exchange Program.

Sonus option holders will be able to obtain the written materials described above and other documents filed by Sonus with the SEC free of charge from the SEC's website at www.sec.gov. In addition, option holders may obtain free copies of the documents filed by Sonus with the SEC by directing a written request to: Sonus Networks, Inc., 7 Technology Park Drive, Westford, MA 01886; Attention: Investor Relations.

ITEM 12. EXHIBITS.

<u>Exhibit No.</u>	<u>Document</u>
99.1	Employee Memorandum to all employees from Dr. Richard N. Nottenburg, President and CEO, dated August 3, 2009

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Document</u>
99.1	Employee Memorandum to all employees from Dr. Richard N. Nottenburg, President and CEO, dated August 3, 2009

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August 3, 2009

Subject: Announcement of Stock Option Exchange Program

Dear Employees,

I am pleased to announce that we currently expect to commence the voluntary stock option exchange program on August 17, 2009, at close of market. The program will give eligible employees a one-time opportunity to surrender certain outstanding underwater stock options in exchange for a lesser amount of restricted stock. This is a voluntary program — eligible employees will make their own choice whether or not to participate.

We will be utilizing a Stock Option Exchange Program Website, managed by BNY Mellon, for employees to make their elections. On August 17th, after close of market, eligible employees will receive an email that includes the personalized PIN number required to log on to the Stock Option Exchange Program Website. This email will be sent from: optionexchange@sonusnet.com.

Eligibility criteria will be explained in detail in the documents that will be located on the website, but generally speaking the program is open to current U.S.-based employees (other than senior executives and members of the Board of Directors) who hold stock options with an exercise price equal to or greater than the highest intra-day trading price of our common stock as reported on The NASDAQ Global Select Market during the 52 weeks preceding the date on which we commence the Exchange Program.

Eligible employees who wish to participate must make their elections before the offer expiration deadline, which is currently scheduled to be 11:59 p.m. Eastern Standard Time, on September 14, 2009. If you believe you are an eligible employee and have not received an email with your PIN number by August 18, 2009, please contact the BNY Mellon Shareowner Services Customer Service Center, available between the hours of 9:00 a.m. and 7:00 p.m., Eastern Standard Time, Monday through Friday, at the numbers below:

Toll-free: 866-222-8391

Collect: 201-680-6579

This memo is just an announcement that the stock option exchange program has been approved by shareholders; there is nothing you need to do right now. Eligible employees should expect to receive an email containing the website information by August 18, 2009. If you are an eligible employee, you should carefully review those materials and speak with your tax and financial advisors to make an informed decision whether to participate in the stock option exchange program; due to legal restrictions, no one from either Sonus or BNY Mellon is permitted to give you that advice.

Best regards,

Dr. Richard N. Nottenburg
President and Chief Executive Officer

Key Legal Disclosure:

The stock option exchange program described in this notice has not yet commenced. Sonus will file a Tender Offer Statement on Schedule TO with the SEC upon the commencement of the stock option exchange program. Persons who are eligible to participate in the stock option exchange program should

read the Tender Offer Statement on Schedule TO and other related materials when those materials become available, because they will contain important information about the option exchange program.

Option holders will be able to obtain the written materials described above and other documents filed by Sonus with the SEC free of charge from the SEC's website at www.sec.gov. In addition, option holders may obtain free copies of the documents filed by Sonus with the SEC by visiting Sonus' website at www.sonusnet.com.
