

**UNITED STATES
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 22, 2008

Date of Report (Date of earliest event reported)

SONUS NETWORKS, INC.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

000-30229
(Commission File Number)

04-3387074
(IRS Employer
Identification No.)

7 TECHNOLOGY PARK DRIVE, WESTFORD, MASSACHUSETTS 01886

(Address of Principal Executive Offices) (Zip Code)

(978) 614-8100

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

The information in this Current Report on Form 8-K and the exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(a) On December 23, 2008, Howard Janzen was appointed non-executive Chairman of the Registrant and will serve on the Nominating Committee. Mr. Janzen, 54, has been a director on the Board of Directors of the Registrant (the "Board") since January 2006 and currently serves as Chief Executive Officer and a director of One Communications, a supplier of integrated advanced telecommunications solutions to businesses. Mr. Janzen is an "independent director" as defined under the current rules of the NASDAQ Stock Market.

(b) On December 22, 2008, Edward Anderson retired as a director of the Registrant.

Item 8.01. Other Events.

On December 29, 2008, the Registrant announced that its Board intends to recommend amendments to the Registrant's amended and restated certificate of incorporation at the 2009 Annual Meeting of Shareholders (the "2009 Annual Meeting") to declassify its board structure. The Registrant announced that the exact terms of the proposal, including the period over which such declassification will occur, will be determined in the future and described in the Registrant's proxy materials relating to its 2009 Annual Meeting.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit relating to Item 8.01 shall be deemed to be furnished, and not filed:

99.1 Press release of Sonus Networks, Inc. dated December 29, 2008.

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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 29, 2008

SONUS NETWORKS, INC.

By:

/s/ Wayne Pastore

Wayne Pastore

Vice President, Finance and Corporate Controller

(Principal Accounting Officer)

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Exhibit Index

99.1 Press release of Sonus Networks, Inc. dated December 29, 2008.

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FOR IMMEDIATE RELEASE

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SONUS NETWORKS ANNOUNCES CORPORATE GOVERNANCE CHANGES

- **Announces intent to declassify Board of Directors**
- **Company separates role of Chairman and CEO**
- **Howard Janzen appointed non-executive Chairman**
- **Edward Anderson retires as member of Board**

WESTFORD, MA, December 29, 2008 – Sonus Networks, Inc. (Nasdaq: SONS), a market leader in IP communications infrastructure, announced today that its Board of Directors has undertaken measures intended to strengthen its corporate governance policies. In furtherance of such measures, the Company announced that it intends to seek stockholder approval of a proposal to declassify its Board at the 2009 Annual Meeting of Stockholders. The exact terms of the proposal, including the period over which such declassification will occur, will be determined in the future and described in the Company's proxy materials relating to its 2009 Annual Meeting.

The Company also announced that it has formally separated the roles of Chairman and CEO, and appointed director Howard E. Janzen as non-executive Chairman of the Board, effective immediately. Mr. Janzen, 54, has been a director since January 2006 and currently serves as Chief Executive Officer and a director of One

Communications, a supplier of integrated advanced telecommunications solutions to businesses.

In addition, the Company announced that Edward T. Anderson has retired from the Board of Directors, effective immediately. "Since November 1997, Ed has provided the Company with valuable advice through its various stages of development. We thank him for his many years of dedicated service," said Mr. Janzen.

About Sonus Networks

Sonus Networks, Inc. is a market leader in IP communications infrastructure for wireline and wireless service providers. With its comprehensive IP Multimedia Subsystem (IMS) solution, Sonus addresses the full range of carrier applications, including residential and business voice services, wireless voice and multimedia, trunking and tandem switching, carrier interconnection and enhanced services. Sonus' voice infrastructure solutions are deployed in service provider networks worldwide. Founded in 1997, Sonus is headquartered in Westford, Massachusetts. Additional information on Sonus is available at <http://www.sonusnet.com>.

This release may contain forward-looking statements regarding future events that involve risks and uncertainties. Readers are cautioned that these forward-looking statements are only predictions and may differ materially from actual future events or results. Readers are referred to Item 1A "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2007 and all subsequent Quarterly Reports on Form 10-Q, which identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements. Risk factors include among others: the Company's ability to align its cost structure with market conditions, the impact of material weaknesses in our disclosure controls and procedures and our internal control over financial reporting on our ability to report our financial results timely and accurately; the unpredictability of our quarterly financial results; risks and uncertainties associated with the Company's restatement of its historical stock option granting practices and accounting including regulatory actions; actions that may be taken by significant shareholders; risks associated with our international expansion; and the impact the current global financial market conditions may have on the telecommunications industry. Any forward-looking statements represent Sonus' views only as of today and should not be relied upon as representing Sonus' views as of any subsequent date. While Sonus may elect to update forward-looking statements at some point, Sonus specifically disclaims any obligation to do so, except as required by law.

Sonus is a registered trademark of Sonus Networks, Inc. All other company and product names may be trademarks of the respective companies with which they are associated.
