

**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**

**April 29, 2010**

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)

**001-34115**

(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))

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

On May 3, 2010, Sonus Networks, Inc. (the "Company") announced that Wayne Pastore, Vice President, Finance, Chief Accounting Officer, Treasurer and Corporate Controller, has been appointed Senior Vice President and Chief Financial Officer of the Company, effective April 29, 2010.

In connection with this appointment, the Company entered into a letter agreement on April 29, 2010 (the "April 2010 Agreement"), with Mr. Pastore, amending the terms of his compensation, effective as of the date of the April 2010 Agreement, to increase his annual base salary from \$240,000 to \$285,000 and to set his annual bonus target at 60% of this then current base salary. The April 2010 Agreement also provided that (i) Mr. Pastore would receive the full \$125,000 retention bonus to which he was entitled pursuant to the letter agreement with the Company, dated February 19, 2010 (the "February 2010 Agreement"), when he assumed the duties of Interim Chief Financial Officer; and (ii) he would retain his current duties as Vice President, Finance, Chief Accounting Officer and Corporate Controller of the Company until acceptable candidate(s) are identified and hired. The February 2010 Agreement was superseded by the April 2010 Agreement and is of no further force or effect.

The foregoing summary is qualified in its entirety by reference to the April 2010 Agreement, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Wayne Pastore, age 44, has served as the Company's Treasurer since April 2010, its Interim Chief Financial Officer since February 2010, and has been its Vice President, Finance, Corporate Controller and Chief Accounting Officer since May 2008. He had previously been the Company's Director, Business Process Improvement from February 2008 to May 2008. Prior to joining the Company, from September 2006 to February 2008, Mr. Pastore was Director of Financial Planning and Analysis of Sycamore Networks, Inc., an optical switching company. From December 2003 to September 2006, he was Corporate Controller of Spotfire, Inc., a business analytics software company. Mr. Pastore was also the Corporate Controller at eXcelon, Inc., a database

software company, from 2000 to 2003. Mr. Pastore spent thirteen years in public accounting prior to his work in-house. He has a Bachelor of Science in accounting from the University of Massachusetts/Lowell and a Juris Doctor from Suffolk University Law School.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

10.1 Amendment to Employment Agreement between Sonus Networks, Inc. and Wayne Pastore, dated April 29, 2010.

99.1 Press release of Sonus Networks, Inc. dated May 3, 2010, announcing the appointment of a Senior Vice President and Chief Financial Officer.

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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: May 3, 2010

**SONUS NETWORKS, INC.**

By:

/s/ Jeffrey M. Snider

Jeffrey M. Snider

Senior Vice President and General Counsel

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**Exhibit Index**

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Mr. Wayne Pastore  
7 Technology Park Dr.  
Westford, MA 01886

April 29, 2010

Dear Wayne:

This letter confirms that, effective today, you have accepted the role of Senior Vice President and Chief Financial Officer of Sonus Networks, Inc. (the "Company"). Your current duties as Vice President, Finance, Chief Accounting Officer and Corporate Controller will be transferred as soon as acceptable candidate(s) are identified and/or hired; until that time, you will retain those duties. As Senior Vice President, Treasurer and Chief Financial Officer of the Company, your compensation will be increased as follows:

1. Base Salary. You will receive a base salary of \$285,000, effective today.
2. Bonus at Target. Your annual bonus at target will equal sixty percent (60%) of your then-current base salary.
3. Retention Bonus. You will receive the full \$125,000 retention bonus to which you are entitled pursuant to the letter you received from the Company dated February 18, 2010, at the time you assumed the duties of Interim Chief Financial Officer. Payment of this retention bonus will be made promptly.

You are, and will remain, an employee at will; nothing in this letter constitutes a guaranty of employment for any particular period. Capitalized terms not defined herein have the meanings given to them in your employment letter dated October 2, 2008. Except as modified by this letter, the terms of your October 2, 2008 employment letter remain in full force and effect. The letter agreement you received from the Company on February 18, 2010 is hereby superseded and is, therefore, of no further force or effect.

Sincerely,

/s/ Kathy Harris

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Kathy Harris  
Vice President of Human Resources

ACCEPTED:

/w/ Wayne Pastore

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Wayne Pastore

Date: 4/29/10

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## SONUS NETWORKS APPOINTS WAYNE PASTORE CHIEF FINANCIAL OFFICER

**Westford, MA, May 3, 2010** — Sonus Networks, Inc. (Nasdaq: SONS), a market leader in next generation IP-based network solutions, today announced that Wayne Pastore has been appointed Senior Vice President, Chief Financial Officer, effective immediately. Pastore has served as Sonus' Interim Chief Financial Officer since February 2010 and the Company's Vice President, Finance, Corporate Controller and Chief Accounting Officer since May 2008.

"Sonus' Board of Directors and I are confident that Wayne's broad finance experience and his deep knowledge of the Company, coupled with his proven track record of driving financial discipline and process improvements, will continue to benefit Sonus and its shareholders," said Richard Nottenburg, President and Chief Executive Officer of Sonus Networks. "Wayne has made numerous contributions to Sonus including strengthening our internal controls, building a strong finance organization, improving our closing processes, reducing costs and enhancing the quality of our balance sheet."

Pastore, 45, joined Sonus in 2008 and has served as Interim Chief Financial Officer since February 2010. He has served as Vice President, Finance, Corporate Controller and Chief Accounting Officer since May 2008 and was the Company's Director, Business Process Improvement from February 2008 to May 2008. Prior to joining Sonus, Pastore was Director of Financial Planning and Analysis of Sycamore Networks, Inc., an optical switching company. Prior to that, he was Corporate Controller of Spotfire, Inc., a business analytics software company, and Corporate Controller at eXcelon, Inc., a database software company. Pastore spent thirteen years in public accounting prior to his work in-house. He has a BS in accounting from the University of Massachusetts/Lowell, and a JD from Suffolk University Law School.

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### About Sonus Networks

Sonus Networks Inc. is a leader in IP networking with proven expertise in delivering secure, reliable and scalable next generation infrastructure and subscriber solutions. With customers in over 50 countries across the globe and over a decade of experience in transforming networks to IP, Sonus has enabled service providers and enterprises to capture and retain users and generate significant ROI. Sonus products include media and signaling gateways, policy/routing servers, session border controllers and subscriber feature servers. Sonus products are supported by a global services team with experience in design, deployment and maintenance of some of the world's largest and most complex IP networks. For more information visit <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 Sonus' Annual Report on Form 10-K for the year ended December 31, 2009, which identifies important risk factors that could cause actual results to differ from those contained in the forward-looking statements. 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.

### For more information, please contact:

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