SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|---|---|
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| 1. Name and Address of Reporting Person* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| Riley Kevin W. | SONUS NETWORKS INC [ SONS ] | |

| (Last) | (First) | (Middle) |
|---|---|---|
| C/O SONUS NETWORKS, INC. | | |
| 4 TECHNOLOGY PARK DRIVE | | |

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2016

| | Director | | 10% Owner |
|---|---|---|---|
| X | Officer (give title below) | | Other (specify below) |

SVP Engineering & CTO

| (Street) | | |
|---|---|---|
| WESTFORD | MA | 01886 |

4. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)

X  Form filed by One Reporting Person

Form filed by More than One Reporting Person

| (City) | (State) | (Zip) |
|---|---|---|

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/01/2016 | | A | | 56,250[(1)] | A | $0 | 149,203 | D | |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
**(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Performance-Based Restricted Stock Units (PSUs) | [(2)] | 04/01/2016 | | A | | 18,750[(2)] | | [(3)] | [(3)] | Common Stock | 18,750[(2)] | $0 | 18,750[(2)] | D | |

**Explanation of Responses:**

1. These are restricted shares of Common Stock that vest over a three-year period as follows: one-third of the shares shall vest on April 1, 2017 and the remaining two-thirds of the shares shall vest in four equal increments semi-annually thereafter through April 1, 2019.

2. Each PSU represents a contingent right to receive one share of the Issuer's Common Stock, based on the Issuer's total shareholder return (TSR) compared to pre-established relative TSR goals, based on the TSR of the NASDAQ Telecommunications Index, that were set by the Compensation Committee of the Issuer's Board of Directors. The aggregate number of shares issued may range from zero (0) shares to 200% of the target number of shares reported in columns 7 and 9 of this report.

3. Between zero (0) and 200% of one-third of the PSUs will vest, if at all, on each of April 1, 2017, April 1, 2018 and April 1, 2019.

**Remarks:**

| | |
|---|---|
| Kevin W. Riley | 04/05/2016 |
| ** Signature of Reporting Person | Date |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**