

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person* <u>Empire Capital Management, L.L.C.</u> <hr/> (Last) (First) (Middle) 1 GORHAM ISLAND SUITE 201 <hr/> (Street) WESTPORT CT 06880 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/25/2014	3. Issuer Name and Ticker or Trading Symbol <u>SONUS NETWORKS INC [ SONS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.001 par value	25,606,594	I	See notes <sup>(1)(2)</sup>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Put Option (obligation to buy)	03/25/2014	07/19/2014	Common Stock, \$0.001 par value 480,800	3	I	See notes <sup>(1)(2)</sup>

1. Name and Address of Reporting Person\*  
Empire Capital Management, L.L.C.  


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 (Last) (First) (Middle)  
 1 GORHAM ISLAND  
 SUITE 201  


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 (Street)  
 WESTPORT CT 06880  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Fine Scott A  


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 (Last) (First) (Middle)  
 C/O EMPIRE CAPITAL MANAGEMENT LLC  
 1 GORHAM ISLAND, SUITE 201  


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 (Street)  
 WESTPORT CT 06880  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Richards Peter J  


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 (Last) (First) (Middle)  
 C/O EMPIRE CAPITAL MANAGEMENT LLC  
 1 GORHAM ISLAND, SUITE 201  


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 (City) (State) (Zip)

(Street)	WESTPORT	CT	06880
(City)		(State)	(Zip)

**Explanation of Responses:**

1. This statement is filed by (i) Empire Capital Management, L.L.C., a Delaware limited liability company ("Empire Management") with respect to the shares of Common Stock directly held by Empire Capital Partners, L.P. ("Empire Onshore"), Empire Capital Partners, Ltd. ("Empire Offshore"), Empire Capital Partners Enhanced Master Fund, Ltd. ("Empire Enhanced Master", and together with Empire Onshore and Empire Offshore, the "Empire Investment Funds"), (ii) Mr. Scott A. Fine ("Mr. Fine") with respect to the shares of Common Stock directly held by the Empire Investment Funds and (iii) Mr. Peter J. Richards ("Mr. Richards") with respect to the shares of Common Stock directly held by the Empire Investment Funds.

2. Empire Management serves as the investment manager to, and has investment discretion over the securities held by, the Empire Investment Funds. Mr. Fine and Mr. Richards are the only managing members of Empire Management. Each of the reporting persons disclaims beneficial ownership of the shares reported herein to the extent such beneficial ownership exceeds its pecuniary interest therein.

**Remarks:**

<u>/s/ Scott A. Fine, individually and as Managing Member of Empire Capital Management, LLC /s/ Peter J. Richards, individually and as Managing Member of Empire Capital Management, LLC</u>	<u>03/27/2014</u>
<u>Scott A. Fine</u>	<u>03/25/2014</u>
<u>Peter J. Richards</u>	<u>03/25/2014</u>
** 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 5 (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.**