



SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO/A

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)

CIENA CORPORATION  
(Name of Subject Company (Issuer))

CIENA CORPORATION  
(Name of Filing Persons (Issuer))

ONI SYSTEMS CORP. 5% CONVERTIBLE SUBORDINATED NOTES DUE OCTOBER 15, 2005  
(Title of Class of Securities)

68273F-AA-1  
(CUSIP Number of Class of Securities)

RUSSELL B. STEVENSON, JR.  
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY  
CIENA CORPORATION  
1201 WINTERSON ROAD  
LINTHICUM, MARYLAND 21090  
(410) 865-8500  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Person(s) Filing Statement)

With a Copy to:

MICHAEL J. SILVER  
AMY BOWERMAN FREED  
HOGAN & HARTSON L.L.P.  
111 SOUTH CALVERT STREET  
SUITE 1600  
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(410) 659-2700

CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE
\$185,161,862.78	\$17,034.90

• Determined pursuant to Rule 0-11(b)(1) of the Securities Exchange Act of 1934, assuming that all outstanding Notes are purchased at a price of \$900 per \$1,000 principal amount due at maturity, plus accrued and unpaid interest thereon to, but not including, the date of purchase.

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: \$16,513.66; \$523.24  
Form or Registration No.: Schedule TO; Amendment No. 1 to Schedule TO

Filing Party: CIENA Corporation  
Date Filed: December 12, 2002; December 20, 2002

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

This Amendment No. 3, the final amendment (“Amendment No. 3”), amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on December 12, 2002, as amended by Amendment No. 1 filed on December 20, 2002 and as further amended by Amendment No. 2 filed on December 27, 2002 (the “Schedule TO”), by CIENA Corporation, a Delaware corporation (“CIENA”). The Schedule TO and this Amendment No. 3 relate to CIENA’s offer to purchase, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 12, 2002, as supplemented, and the accompanying Letter of Transmittal (which together, as amended and supplemented, constitute the “Offer” and are filed as Exhibits (a)(1)(A) and (a)(1)(B), respectively, to the Schedule TO), any and all of the outstanding ONI Systems Corp. 5% Convertible Subordinated Notes due October 15, 2005 (the “Notes”). The Offer expired at 5:00 p.m., New York City time, on January 13, 2003. This Amendment No. 3 is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934.

#### **ITEM 4.**

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following language:

The Offer expired at 5:00 p.m., New York City time, on Monday, January 13, 2003. Based on information provided by the Depositary, \$154,671,000 million in aggregate principal amount at maturity of Notes were validly tendered and not withdrawn in the Offer. CIENA has accepted for purchase all of the Notes validly tendered and not withdrawn. CIENA has forwarded payment for the Notes accepted for purchase to the Depositary who will pay the offer price to holders who tendered their Notes. On January 14, 2003, CIENA issued a press release announcing the final results of the Offer. A copy of this press release is filed as Exhibit (a)(5)(C) to the Schedule TO and is incorporated herein by reference.

#### **ITEM 12. EXHIBITS**

Item 12 of the Schedule TO is hereby amended and supplemented by the addition of the following exhibit:

(a)(5)(C) Text of Press Release issued by CIENA Corporation on January 14, 2003.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**CIENA CORPORATION**

By: /s/ RUSSELL B. STEVENSON, JR.

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Russell B. Stevenson, Jr.  
Senior Vice President, General  
Counsel and Secretary

Dated: January 14, 2003

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EXHIBIT INDEX

Exhibit No.	Description
(a)(5)(C)	Text of Press Release issued by CIENA Corporation on January 14, 2003.



Investor Contacts: Suzanne DuLong or Jessica Towns  
CIENA Corporation  
(888) 243-6223  
email: ir@ciena.com

Press Contacts: Denny Bilter or Glenn Jasper  
CIENA Corporation  
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**FOR IMMEDIATE RELEASE**

**CIENA ANNOUNCES EXPIRATION OF TENDER OFFER  
FOR ONI SYSTEMS CORP. NOTES DUE 2005**

**LINTHICUM, Md. – January 14, 2003** – CIENA® Corporation (NASDAQ: CIEN), a global leader in intelligent optical networking systems and software, today announced results of its tender offer for all of the outstanding 5% Convertible Subordinated Notes due October 15, 2005 originally issued by ONI Systems Corp. and assumed by CIENA in its acquisition of ONI Systems Corp. in June 2002. The tender offer expired at 5:00 p.m., New York City time, on January 13, 2003.

CIENA has been advised by the depository that \$154.7 million in aggregate principal amount at maturity of notes were validly tendered and not withdrawn in the tender offer and CIENA has accepted for purchase all of those notes. The purchase price for the notes in the tender offer was \$900 in cash per \$1,000 principal amount, plus accrued and unpaid interest up to, but not including, the date of purchase. The aggregate purchase price for all of the notes validly tendered and not withdrawn in the tender offer will be approximately \$139.2 million. As a result of the tender offer, and assuming purchase of all notes validly tendered and not withdrawn in the tender offer, approximately \$48.3 million in aggregate principal amount at maturity of notes will remain outstanding.

CIENA estimates it will save approximately \$15.5 million in future principal payments as a result of this repurchase, as well as additional interest payments. The Company expects to record a book loss of approximately \$20.6 million in its first fiscal quarter related to the extinguishment of this debt due to the fact that the accreted book value of the notes will be less than the purchase price.

Goldman, Sachs & Co. served as the dealer managers for the tender offer, State Street Bank and Trust Company of California, N.A. served as the depository and Georgeson Shareholder served as the information agent.

(more)

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**ABOUT CIENA**

CIENA Corporation's market-leading optical networking systems form the core for the new era of networks and services worldwide. CIENA's LightWorks™ architecture enables next-generation optical services and changes the fundamental economics of service-provider networks by simplifying the network and reducing the cost to operate it. Additional information about CIENA can be found at <http://www.CIENA.com>.

**NOTE TO INVESTORS**

This press release contains forward-looking statements. Forward-looking statements in this release, including the estimated savings to CIENA and expected losses to be recorded, are based on information available to the Company as of the date hereof. The Company assumes no obligation to update the information included in this press release, whether as a result of new information, future events or otherwise.

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