

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

---

**FORM 8-K**

---

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 30, 2017**

---

**Ciena Corporation**  
(Exact Name of Registrant as Specified in Its Charter)

---

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**001-36250**  
(Commission  
File Number)

**23-2725311**  
(IRS Employer  
Identification No.)

**7035 Ridge Road, Hanover, MD**  
(Address of Principal Executive Offices)

**21076**  
(Zip Code)

**(410) 694-5700**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

---

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))

Indicate by check mark whether registrant is an emerging growth company as defined in Rule 405 of Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards pursuant to Section 13(a) of the Exchange Act.

---

---

**Item 8.01. Other Events**

On June 30, 2017, Ciena Corporation issued a press release announcing that it is offering to exchange its currently outstanding 3.75% Convertible Senior Notes due 2018 (the “Old Notes”) for a new series of 3.75% Convertible Senior Notes due 2017 (the “New Notes”) and an exchange fee of \$2.50 per \$1,000 original principal amount of New Notes (the “Exchange Offer”). The New Notes give Ciena the option, at its election, to settle conversions of such notes for cash, shares of its common stock, or a combination of cash and shares. Except with respect to the additional cash settlement options upon conversion, the New Notes will be issued on substantially the same terms as the Old Notes. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference. Also attached as Exhibit 99.2 to this Current Report on Form 8-K is a notice to investors, dated June 30, 2017, regarding the Exchange Offer.

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Ciena Corporation dated June 30, 2017
99.2	Notice to Investors dated June 30, 2017

**SIGNATURES**

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 thereunto duly authorized.

**Ciena Corporation**

Date: June 30, 2017

By: /s/ David M. Rothenstein  
David M. Rothenstein  
Senior Vice President, General Counsel and Secretary

---

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Ciena Corporation dated June 30, 2017
99.2	Notice to Investors dated June 30, 2017



**Press Contact:** Nicole Anderson  
Ciena Corporation  
+1 (877) 857-7377  
[pr@ciena.com](mailto:pr@ciena.com)

**Investor Contact:** Gregg Lampf  
Ciena Corporation  
+1 (877) 243-6273  
[ir@ciena.com](mailto:ir@ciena.com)

## **Ciena Commences Exchange Offer for its 2018 Convertible Notes to Add Cash Settlement Conversion Options**

*Seeks ability to manage dilutive impact of convertible debt on stockholders*

**HANOVER, Md. – June 30, 2017** – Ciena® Corporation (NYSE: CIEN), today announced an exchange offer for its currently outstanding 3.75% Convertible Senior Notes due 2018 (the “Old Notes”) to provide Ciena with cash settlement options upon any conversion election by the holders.

Ciena is offering to exchange its Old Notes, which only allow for settlement in shares of common stock upon conversion, for a new series of 3.75% Convertible Senior Notes due 2018 (the “New Notes”) and an exchange fee of \$2.50 per \$1,000 original principal amount. The New Notes give Ciena the option, at its election, to settle conversions of such notes for cash, shares of its common stock, or a combination of cash and shares. Except with respect to the additional cash settlement options upon conversion, the New Notes will be issued on substantially the same terms as the Old Notes. Through these cash settlement options, Ciena believes that it will gain additional flexibility to better manage its long-term capital structure and reduce the dilutive impact of its convertible notes upon stockholders.

The exchange offer is being made upon the terms and subject to the conditions set forth in the prospectus relating to the exchange offer.

The exchange offer will expire at 12:00 midnight, New York City time, at the end of the day on Friday, July 28, 2017, unless extended or earlier terminated by Ciena. Holders must validly tender their Old Notes prior to the expiration date if they wish to participate in the exchange offer.

J. P. Morgan Securities LLC is the dealer manager for the exchange offer. Copies of the prospectus and other related materials may be obtained from J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: (866) 803-9204.

Ciena urges investors and security holders to read the Tender Offer Statement, registration statement on Form S-4, prospectus and other related materials carefully before any decision is made with respect to the exchange offer. These materials contain important information about the exchange offer. The prospectus will be made available to all holders of the Old Notes at no expense to them. The Tender Offer Statement (including the prospectus and all other offer documents filed with the Securities and Exchange Commission) is also available for free at the Securities and Exchange Commission’s Web site at [www.sec.gov](http://www.sec.gov).

A registration statement relating to the securities to be issued in the exchange offer has been filed with the Securities and Exchange Commission but has not yet become effective. Such securities may not be issued nor may the exchange offer be accepted prior to the time the registration statement becomes

effective. This press release does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities to be issued in the exchange offer in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

###

### **About Ciena**

Ciena (NYSE: CIEN) is a network strategy and technology company. We translate best-in-class technology into value through a high-touch, consultative business model – with a relentless drive to create exceptional experiences measured by outcomes. For updates on Ciena, follow us on Twitter [@Ciena](#), [LinkedIn](#), the [Ciena Insights blog](#), or visit [www.ciena.com](http://www.ciena.com).

### **Note to Ciena Investors**

You are encouraged to review the [Investors section](#) of our website, where we routinely post press releases, SEC filings, recent news, financial results, and other announcements. From time to time we exclusively post material information to this website along with other disclosure channels that we use. This press release contains certain forward-looking statements that are based on our current expectations, forecasts, information and assumptions. These statements involve inherent risks and uncertainties. Actual results or outcomes may differ materially from those stated or implied, because of risks and uncertainties, including those detailed in our most recent annual or quarterly report filed with the SEC. Forward-looking statements include statements regarding our expectations, beliefs, intentions or strategies and can be identified by words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “should,” “will,” and “would” or similar words. Ciena assumes no obligation to update the information included in this press release, whether as a result of new information, future events or otherwise.

J.P. Morgan Securities LLC  
Ciena Corporation

Ciena Commences Exchange Offer for its 2018 Convertible Notes to Add Cash Settlement Conversion Options

Existing security: 3.75% Convertible Senior Notes due 2018

Exchange consideration: a new series of 3.75% Convertible Senior Notes due 2018 plus an exchange fee of \$2.50 per \$1,000 principal amount

Expiration date: 12:00 midnight at the end of the day on July 28, 2017

Dealer manager: J.P. Morgan

Key terms of the new security

Settlement upon conversion: Cash, stock, or any combination

Maturity: Same as existing

Coupon: Same as existing

Conversion ratio: Same as existing

Call features: Same as existing

Put features: Same as existing

Ranking: Same as existing

Dividend protection: Same as existing

Takeover protection: Same as existing

Investors and security holders are urged to read the Tender Offer Statement, registration statement on Form S-4, prospectus and other related materials carefully before any decision is made with respect to the exchange offer. These materials contain important information about the exchange offer. The prospectus will be made available to all holders of the existing notes at no expense to them. The Tender Offer Statement (including the prospectus and all other offer documents filed with the Securities and Exchange Commission) is also available for free at the Securities and Exchange Commission's Web site at [www.sec.gov](http://www.sec.gov).

Copies of the prospectus and other related materials may be obtained from J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: (866) 803-9204.

A registration statement relating to the securities to be issued in the exchange offer has been filed with the Securities and Exchange Commission but has not yet become effective. Such securities may not be issued nor may the exchange offer be accepted prior to the time the registration statement becomes effective.

This notice does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities to be issued in the exchange offer in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.