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**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) August 31, 2005

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**Ciena Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

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**0-21969**

(Commission File Number)

**23-2725311**

(IRS Employer Identification No.)

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**1201 Winterson Road, Linthicum, MD**

(Address of Principal Executive Offices)

**21090**

(Zip Code)

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**(410) 865-8500**

(Registrant's Telephone Number, Including Area Code)

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(Former Name or Former Address, if Changed Since Last Report)

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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))
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**ITEM 1.01 — ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On August 31, 2005, the Board of Directors, upon the recommendation of the Governance and Nominations Committee, approved certain revisions to the fees payable to non-employee directors as compensation for their service on the Board of Directors and committees thereof. A summary of the fees payable to non-employee directors and the revisions thereto is set forth in Exhibit 10.1 hereto.

**ITEM 9.01 — FINANCIAL STATEMENTS AND EXHIBITS**

(c) The following exhibit is being filed herewith:

Exhibit Number   Description of Document

Exhibit 10.1      Fees Payable as Compensation to Non-Employee Directors

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**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: September 1, 2005

By: /S/ Russell B. Stevenson, Jr.  
Russell B. Stevenson, Jr.  
Senior Vice President, General Counsel and Secretary

**Ciena Corporation**  
**Fees Payable as Compensation to Non-Employee Directors**

**Approved at the August 31, 2005**  
**Board of Directors Meeting**

Fees payable to non-employee directors for their service on the Board of Directors and its committees were revised as set forth below. Directors must attend Board or Committee meetings to receive compensation. Ciena reimburses each non-employee member of the Board of Directors for out-of-pocket expenses incurred in connection with attendance at meetings.

Compensation	Current	Revised
Annual Retainer	\$20,000	\$20,000
Lead Director Retainer	—	\$7,500
Board Meeting (excluding special meeting)	\$1,500	\$1,500
Audit Committee Chair Retainer	—	\$7,500
Audit Committee Meeting (in person)	\$1,500 (Chair) \$1,000 (Other Members)	\$3,000 (Chair) \$2,000 (Other Members)
Audit Committee Meeting (telephonic)	—	\$500
Other Committee Meeting (in person)	\$1,500 (Chair) \$1,000 (Other Members)	\$1,500 (Chair) \$1,000 (Other Members)
Other Committee Meeting (telephonic)	—	\$500