

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) **April 14, 2010**

**Ciena Corporation**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**0-21969**

(Commission File Number)

**23-2725311**

(IRS Employer Identification No.)

**1201 Winterson Road, Linthicum, MD**

(Address of Principal Executive Offices)

**21090**

(Zip Code)

**(410) 865-8500**

(Registrant's Telephone Number, Including Area Code)

(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))

**ITEM 5.02 — DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

(e) On February 15, 2010, upon the recommendation of the Compensation Committee, the Board of Directors of Ciena Corporation (“Ciena”) approved an amendment to Ciena’s 2008 Omnibus Incentive Plan (the “2008 Plan”), subject to stockholder approval. At Ciena’s annual meeting of stockholders on April 14, 2010, stockholders approved the amendment to the 2008 Plan.

The amendment, which became effective as of April 14, 2010, increased by five million shares the number of shares of Ciena common stock available for issuance under the 2008 Plan. The amendment also decreased from 1.6 to 1.31, the multiplier used in the fungible share ratio applicable to full-value awards granted under the 2008 Plan, such as restricted stock units (RSUs), for purposes of calculating the shares remaining available under the 2008 Plan. A copy of the amendment of the 2008 Plan is attached hereto as Exhibit 10.1 and incorporated into this Item 5.02 by reference.

**ITEM 5.07 — SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

At Ciena’s annual meeting on April 14, 2010, Ciena stockholders approved the proposals and elected the directors as set forth below:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
<b>1. Election to the Board of Directors of (a) three Class I directors and (b) one Class III director:</b>			
<i>Class I directors</i>			
Lawton W. Fitt	57,420,948	611,224	1,257,615
Patrick H. Nettles, Ph. D.	57,317,584	716,360	1,255,843
Michael J. Rowney	57,520,464	511,747	1,257,576
<i>Class III director</i>			
Patrick T. Gallagher	57,433,608	599,487	1,256,692

Each director nominee above was elected by the vote of the majority of the votes cast by stockholders in accordance with Ciena’s bylaws. In addition, the following directors continued to hold office after the annual meeting: Harvey B. Cash, Judith M. O’Brien, Gary B. Smith, Stephen P. Bradley, Ph. D. and Bruce L. Claflin.

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
<b>2. Approval of the amendment of Ciena’s 2008 Omnibus Incentive Plan to increase the number of shares available for issuance thereunder by five million shares and to reduce the fungible share ratio applicable to full value awards granted under the plan.</b>	49,091,675	10,101,025	97,087
<b>3. Ratification of the appointment of PricewaterhouseCoopers LLP as Ciena’s independent registered public accounting firm for the fiscal year ending October 31, 2010.</b>	76,778,697	650,564	168,882

The amendment of Ciena’s 2008 Omnibus Incentive plan and the ratification of the appointment of Ciena’s independent registered public accounting firm were approved by the affirmative vote of a majority of the total votes cast by stockholders.

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**ITEM 9.01 — FINANCIAL STATEMENTS AND EXHIBITS**

(c) The following exhibit is being filed herewith:

<u>Exhibit Number</u>	<u>Description of Document</u>
Exhibit 10.1	Amendment to Ciena Corporation 2008 Omnibus Incentive Plan

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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: April 15, 2010

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

**AMENDMENT TO  
CIENA CORPORATION 2008 OMNIBUS INCENTIVE PLAN**

THIS AMENDMENT (this "Amendment") to the Ciena Corporation 2008 Omnibus Incentive Plan (the "Plan") was adopted by the Board of Directors of Ciena Corporation (the "Company") on February 15, 2010, and is effective as of April 14, 2010, the date upon which the Amendment received approval of the stockholders of the Company.

1. The Plan is hereby amended by deleting Section 4.1 and replacing it in its entirety as follows:

*"4.1. Number of Shares Available for Awards.*

Subject to adjustment as provided in **Section 17** hereof, the number of shares of Stock available for issuance under the Plan shall be thirteen million, all of which may be granted as Incentive Stock Options, increased by shares of Stock covered by awards granted under a Prior Plan that are not purchased or are forfeited or expire, or otherwise terminate without delivery of any Stock subject thereto, to the extent such shares would again be available for issuance under such Prior Plan. Stock issued or to be issued under the Plan shall be authorized but unissued shares; or, to the extent permitted by applicable law, issued shares that have been reacquired by the Company."

2. The Plan is hereby amended by

*"4.3. Share Usage.*

Shares covered by an Award shall be counted as used as of the Grant Date. Any shares of Stock that are subject to Awards of Options shall be counted against the limit set forth in Section 4.1 as one share for every one share subject to an Award of Options. With respect to SARs, the number of shares subject to an award of SARs will be counted against the aggregate number of shares available for issuance under the Plan regardless of the number of shares actually issued to settle the SAR upon exercise. Any shares that are subject to Awards other than Options or Stock Appreciation Rights shall be counted against the limit set forth in Section 4.1 as 1.31 shares for every one share granted. If any shares covered by an Award granted under the Plan are not purchased or are forfeited or expire, or if an Award otherwise terminates without delivery of any Stock subject thereto or is settled in cash in lieu of shares, then the number of shares of Stock counted against the aggregate number of shares available under the Plan with respect to such Award shall, to the extent of any such forfeiture, termination or expiration, again be available for making Awards under the Plan in the same amount as such shares were counted against the limit set forth in Section 4.1, provided that any shares covered by an Award granted under a Prior Plan will again be available for making Awards under the Plan in the same amount as such shares were counted against the limits set forth in the applicable Prior Plan. The number of shares of Stock available for issuance under the Plan shall not be increased by (i) any shares of Stock tendered or withheld or Award surrendered in connection with the purchase of shares of Stock upon exercise of an Option as described in Section 12.2, or (ii) any shares of Stock deducted or delivered from an Award payment in connection with the Company's tax withholding obligations as described in Section 18.3."

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To record adoption of the Amendment of the Plan by the Board as of February 15, 2010, and approval of the Amendment by the stockholders on April 14, 2010, the Company has caused its authorized officer to execute this Amendment to the Plan.

CIENA CORPORATION

By: /S/ David M. Rothenstein

Name: David M. Rothenstein

Title: Sr. VP, General Counsel & Secretary

Date: April 14, 2010