As filed with the Securities and Exchange Commission on ______, 2002

Registration No. 333-______

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(Rule 13e-4)
(Amendment No. 1)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

CIENA Corporation
(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

Options to Purchase Common Stock, Par Value $.01 Per Share,
Having an Exercise Price Greater Than $12.00 Per Share,
Under the Third Amended and Restated 1994
Stock Option Plan, the 1999 Non-Officer
Stock Option Plan and the
Cyras Systems, Inc. 1998
Stock Plan
(Title of Class of Securities)

171779 10 1
(CUSIP Number of Class of Securities (Underlying Common Stock, Par Value $.01 Per Share))

Russell B. Stevenson, Jr.
Senior Vice President, General Counsel and Secretary
CIENA Corporation
1201 Winterson Road
Linthicum, MD 21090
(410) 865-8500
(Name, address, and telephone number of person authorized
to receive notices and communications on behalf of filing person)

Copy to:

Michael J. Silver
Amy Bowerman Freed
Hogan & Hartson L.L.P.
111 South Calvert Street
Baltimore, MD 21202
(410) 659-2700

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee [**]
$201,667,544.10	$18,553.41

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*Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 26,710,933 shares of common stock of CIENA Corporation, 25,992,648 of which were included in the Schedule TO-I filed on April 17, 2002 and 718, 285 of which are added on this Amendment No. 1 having an aggregate value of $201,667,544.10 as of April 12, 2002 will be exchanged pursuant to this offer. Such options include options granted since October 16, 2001, which option holders participating in the exchange must tender in the offer to the extent that the exercise prices of those options are lower than the lowest exercise prices of any other options tendered by the option holder. The aggregate value of such options was calculated based on the Black-Scholes option pricing model.

**The amount of the filing fee is calculated in accordance with Section 13(e) of the Securities Exchange Act of 1934, as amended. $18,054.50 has previously been paid.

[X] 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:	$18,054.50
Form or Registration No.:	Schedule TO
Filing Party:	CIENA Corporation
Date Filed:	April 17, 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
[X] issuer tender offer subject to Rule 13c-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: [ ]

ITEM 1. SUMMARY TERM SHEET.

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO filed by CIENA Corporation (the "Company") with the Securities and Exchange Commission on April 17, 2002 (the "Schedule TO"), relating to an offer by the Company to exchange options outstanding under the Third Amended and Restated 1994 Stock Option Plan (the "1994 Plan") and the 1999 Non-Officer Stock Option Plan (the "1999 Plan") held by eligible employees to purchase shares of the Company's common stock, par value $.01 per share (the "Common Stock"), having an exercise price greater than $12 per share (the "Options") for new options (the "New Options") to purchase shares of the Common Stock to be granted under the 1999 Plan (the "Option Shares"), upon the terms and subject to the conditions described in the Offer to Exchange and the related Letter of Transmittal (the "Letter of Transmittal" and, together with the Offer to Exchange, as they may be amended from time to time, the "Offer"). Except for options that were granted after October 16, 2001, the Company will grant a New Option for one Option Share for every two Option Shares that the Company accepts for exchange, and the number of shares of Common Stock subject to the New Options will be equal to one half of the number of shares of Common Stock subject to the Options that are accepted for exchange. With respect to options that were granted after October 16, 2001, the Company will grant a New Option to purchase the number of shares of Common Stock equal to the number of shares of Common Stock subject to the Options that are accepted for exchange. The information set forth in the Offer to Exchange under "Summary Term Sheet," Section 1 ("Eligibility; Number of Options; Expiration Date"), Section 5 ("Acceptance of Options for Exchange and Issuance of New Options") and Section 8 ("Source and Amount of Consideration; Terms of New Options") is incorporated herein by reference.

The Offer to Exchange, Letter of Transmittal, Form of Announcement to Employees, Form of Initial Letter to Eligible Option Holders, Form of Summary of Outstanding Options Letter, Form of Confirmation Letter to Eligible Option Holders, Form of FAQ's for Eligible Option Holders, and Form of Confirmation Letter to Tendering Option Holders, are attached to this Amendment No. 1 as Exhibits (a)(1), (a)(2), (a)(3), (a)(4), (a)(5), (a)(8) and (a)(10), respectively.

ITEM 2. SUBJECT COMPANY INFORMATION.

Item 2(b) of the Schedule TO is hereby amended to add the following information:

(b) The offer by the Company to exchange options shall include all options outstanding under the Cyras Systems, Inc. 1998 Stock Plan (the "Cyras Plan"), as well as all options outstanding under the 1994 Plan and the 1999 Plan, held by eligible employees to purchase shares of the Company's common stock, par value $.01 per share (the "Common Stock"), having an exercise price greater than $12 per share (the "Options") for new options (the "New Options") to purchase shares of the Common Stock. The New Options exchanged for Options tendered under the 1994 and the 1999 Plan are to be granted under the 1999 Plan, and the New Options exchanged for Options tendered under the Cyras Plan are to be granted under the Cyras Plan, all upon the terms and subject to the conditions described in the Offer to Exchange and the related Letter of Transmittal.

ITEM 12. EXHIBITS.

(a)(1)	Offer to Exchange, dated April 17, 2002.
(a)(2)	Form of Letter of Transmittal.
(a)(3)	Form of Announcement to Employees
(a)(4)	Form of Initial Letter to Eligible Option Holders
(a)(5)	Form of Summary of Outstanding Options Letter
(a)(6)*	Form of Confirmation Letter to Eligible Option Holders

(a)(7)*	Form of Reminder Letter to Eligible Option Holders
(a)(8)	Form of FAQ’s for Eligible Option Holders
(a)(9)*	Text of Slide Presentation to Eligible Option Holders
(a)(10)	Form of Confirmation Letter to Tendering Option Holders
(a)(11)	CIENA Corporation Annual Report on Form 10-K for its fiscal year ended October 31, 2001, filed with the Securities and Exchange Commission December 13, 2001 and incorporated herein by reference.
(a)(12)	CIENA Corporation Quarterly Report on Form 10-Q for its fiscal quarter ended January 31, 2002, filed with the Securities and Exchange Commission February 21, 2002 and incorporated herein by reference.
(b)	Not applicable.
(d)(1)	The Company’s Third Amended and Restated 1994 Stock Option Plan. Filed as Exhibit 10.2 to the Company’s Annual Report on Form 10-K for its fiscal year ended October 31, 2001 and incorporated herein by reference.
(d)(2)	The Company’s 1999 Non-Officer Stock Option Plan, as amended, and Form of Stock Option Agreement. Filed as Exhibits 10.22 and 10.25 to the Company’s Annual Report on Form 10-K for its fiscal year ended October 31, 2001 and incorporated herein by reference.
(d)(3)	The Cyras Systems, Inc. 1998 Stock Plan, as amended, and Form of Stock Option Agreement. Filed as Exhibit 10.24 to the Company’s Annual Report on Form 10-K for its fiscal year ended October 31, 2001 and incorporated herein by reference.
(g)	Not applicable.
(h)	Not applicable.

* Previously filed on Schedule TO-1 on April 17, 2001.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13e-3.

(a) Not applicable.

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule TO is true, complete and correct.

Date: April 19, 2002

CIENA CORPORATION

/s/ Russell B. Stevenson, Jr.

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

INDEX TO EXHIBITS

Exhibit Number	Description
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(a)(12)	CIENA Corporation Quarterly Report on Form 10-Q for its fiscal quarter ended January 31, 2002, filed with the Securities and Exchange Commission February 21, 2002 and incorporated herein by reference.
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(d)(2)	The Company's 1999 Non-Officer Stock Option Plan, as amended, and Form of Stock Option Agreement. Filed as Exhibits 10.22 and 10.25 to the Company's Annual Report on Form 10-K for its fiscal year ended October 31, 2001 and incorporated herein by reference.
(d)(3)	The Cyras Systems, Inc. 1998 Stock Plan, as amended, and Form of Stock Option Agreement. Filed as Exhibit 10.24 to the Company's Annual Report on Form 10-K for its fiscal year ended October 31, 2001 and incorporated herein by reference.

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* Previously filed as Schedule TO-1 on April 17, 2001.

Exhibit (a)(1)

CIENA CORPORATION

**OFFER TO EXCHANGE OUTSTANDING OPTIONS HELD BY ELIGIBLE EMPLOYEES
HAVING AN EXERCISE PRICE GREATER THAN $12 PER SHARE
TO PURCHASE COMMON STOCK UNDER ELIGIBLE OPTION PLANS**

**THE OFFER AND WITHDRAWAL RIGHTS EXPIRE
AT 5:00 P.M., EASTERN DAYLIGHT TIME, ON MAY 17, 2002,
UNLESS THE OFFER IS EXTENDED.**

CIENA Corporation is offering to exchange certain outstanding stock options held by eligible employees under the CIENA Corporation Third Amended and Restated 1994 Stock Option Plan (the “1994 Plan”), the CIENA Corporation 1999 Non-Officer Stock Option Plan (the “1999 Plan”), and the Cyras Systems, Inc. 1998 Stock Plan (the “Cyras Plan” and, collectively with the 1994 Plan and the 1999 the Plan the “Plans”) for new nonqualified stock options with a new exercise price. Only options with an exercise price greater than $12 per share are eligible for exchange. The new stock options exchanged for options tendered under the 1994 Plan and the 1999 Plan will be granted under the 1999 Plan, and the new stock options exchanged for options tendered under the Cyras Plan will be granted under the Cyras Plan. All current employees who hold options under the Plans are eligible to participate in the offer, with the exception of: (i) our employees located outside of the United States who are not on the payroll of either CIENA Corporation or CIENA Communications, Inc., (ii) our board of directors, (iii) our officers who are now, or were previously, required to file reports under Section 16 of the Securities Exchange Act of 1934 (the “Exchange Act”), and (iv) our independent contractors and other option holders who are not employees. We are making this offer upon the terms and subject to the conditions set forth in this offer to exchange and in the related letter of transmittal (which together, as they may be amended from time to time, constitute the “offer”). Except as described below, we will grant an option for one option share for every two option shares that we accept for exchange. Therefore, the number of shares of common stock subject to new options to be granted to each option holder will be equal to one half of the number of shares subject to the options tendered by such option holder and accepted for exchange. With respect to options that were granted after October 16, 2001, we will issue a new option for the same number of shares covered by each option tendered for exchange. We will grant the new options on or about the first business day which is at least six months and one day following the date we cancel the tendered options accepted for exchange. You may tender options for all or a portion of the shares of common stock subject to your options in accordance with the terms of this offer.

Some additional key features of the new options will include:

- except for options granted after October 16, 2001 that are tendered and accepted for exchange, the new options will be unvested and will vest monthly in equal installments over three years, beginning on the date of grant, which is a different schedule than the options tendered for exchange;

- the exercise price of the new options will equal the closing sale price of our common stock as reported on the Nasdaq National Market on the business day immediately preceding the date of grant;

- the new options may not be exercised for the first six months after the date of grant;

- except for options granted after October 16, 2001 that are tendered and accepted for exchange, the new options will not provide for a guaranteed 12 month acceleration of vesting upon a change of control of CIENA;

- the new options will be nonqualified stock options;
- the term of the new options will be ten years from the new grant date; and
- except as otherwise set forth above, the other terms and conditions of the new options will be substantially the same as the tendered options.

The accompanying Summary Term Sheet summarizes the terms of this offer in question and answer format, and the accompanying offer to exchange describes the terms in greater detail. We urge you to read these documents carefully and in their entirety. This offer is not conditioned upon your tendering a minimum number of options; however, you cannot elect to cancel and exchange only a part of an outstanding option. This offer is subject to conditions described in section 6, below.

If you tender options for exchange as described in the offer, we will grant you new options under either the 1999 Plan or the Cyras Plan, as applicable, and issue you a new grant letter reflecting the grant.

In order to receive the new option(s), you must still be employed with us on the replacement grant date. Your election to participate in this offer does not in any way change your status as an at-will employee.

We are implementing this offer because many of our employees have stock options that have exercise prices significantly above our current and recent trading prices. We believe that this offer will provide renewed incentives to our employees and that, for many eligible employees, the exchange will create a better opportunity to obtain value from their options. We are offering this program on a voluntary basis to allow our employees to choose whether to keep their current stock options at their current exercise prices, or to cancel those options for new options.

Although our board of directors has approved this offer, neither we nor our board of directors makes any recommendation as to whether you should tender or refrain from tendering your options for exchange. You must make your own decision whether to tender your options.

Shares of our common stock are quoted on the Nasdaq National Market under the symbol “CIEN.” On April 12, 2002, the closing price of the common stock on the Nasdaq National Market was $7.55 per share. **We recommend that you obtain current market quotations for our common stock before deciding whether to tender your options.**

You should direct questions about this offer or requests for assistance or for paper copies of the offer to exchange or the letter of transmittal to Stock Administration, CIENA Corporation, 1201 Winterson Road, Linthicum, Maryland 21090 (telephone: (410) 981-7377) (e-mail: options@ciena.com).

IMPORTANT

If you wish to tender your options for exchange, you must complete and sign the accompanying letter of transmittal in accordance with its instructions, and mail or otherwise deliver it (and any other required documents) to us at CIENA Corporation, 1201 Winterson Road, Linthicum, Maryland 21090, Attn: Stock Administration. Please allow sufficient time to ensure that we receive these documents by the deadline of 5:00 p.m. Eastern Daylight time on May 17, 2002. You do not need to return your existing stock option agreements and related forms to participate in this offer.

We are not making this offer to, nor will we accept any tender of options from or on behalf of, option holders in any jurisdiction in which the offer or the acceptance of any tender of options would not be in compliance with the laws of such jurisdiction. However, we may, at our discretion, take any actions necessary for us to make this offer to option holders in any such jurisdiction.

We have not authorized any person to make any recommendation on our behalf as to whether you should tender or refrain from tendering your options pursuant to the offer. You should rely only on the information contained in this document or to which we have referred you. We have not authorized anyone to give you any information or to make any representation in connection with this offer other than the information and representations contained in this document or in the related letter of transmittal. If anyone makes any recommendation or representation to you or gives you any information, you must not rely upon that recommendation, representation or information as having been authorized by us.

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SUMMARY TERM SHEET

The following are answers to some of the questions that you may have about this offer. We urge you to read carefully the remainder of this offer to exchange and the accompanying letter of transmittal because the information in this summary is not complete, and additional important information is contained in the remainder of this offer to exchange and the letter of transmittal.

What securities are we offering to exchange?

We are offering to exchange all stock options having an exercise price greater than $12 per share which are outstanding under our Third Amended and Restated 1994 Stock Option Plan and 1999 Non-Officer Stock Option Plan, and the Cyras Systems, Inc. 1998 Stock Plan, and held by eligible employees. You may exchange some or all of your options, but you may not exchange a portion of an option. The new options issued in exchange for tendered options under the 1994 Plan and the 1999 Plan will be issued under the 1999 Plan, and the new options issued in exchange for tendered options under the Cyras Plan will be issued under the Cyras Plan

Who is eligible to participate in the offer?

All current employees who hold options under the Plans having an exercise price greater than $12 per share are eligible to participate in the offer, with the exception of (i) our employees located outside of the United States who are not on the payroll of either CIENA Corporation or CIENA Communications, Inc., (ii) our board of directors, and (iii) our officers who are now, or were previously, required to file reports under Section 16 of the Exchange Act are eligible to participate in the offer. Our independent contractors and other option holders who are not employees are ineligible to participate in the offer.

Why are we making the offer?

Many of our outstanding options, whether or not they are currently exercisable, have exercise prices that are significantly higher than the current market price of our common stock. We believe these options are unlikely to be exercised in the foreseeable future. By making this offer to exchange outstanding options for new options that will have an exercise price equal to the market value of our common stock on the business day before the grant date, we intend to provide our employees with the benefit of owning options that over time may have a greater potential to increase in value, create better performance incentives for employees and thereby maximize stockholder value.

What are the conditions to the offer?

The offer is not conditioned upon a minimum number of options being tendered. The offer is subject to a number of conditions, including the conditions described in section 6.

Are there any eligibility requirements I must satisfy after I tender options in order to receive the new options?

To receive a grant of new options pursuant to the offer and under the terms of the 1999 Plan, you must be a U.S.-based employee of CIENA Corporation or one of our subsidiaries (or a non-U.S. based employee of CIENA Corporation or CIENA Communications, Inc.) from the date you tender options through and including the date we grant the new options. As discussed below, we will not grant the new options until on or about the first business day which is at least six months and one day following the date we cancel the options accepted for exchange. **If you do not continue to be employed by CIENA Corporation or one of our subsidiaries from the date you tender options through and including the date we grant the new options, you will not receive any new options or any other consideration in exchange for your tendered options that have been accepted for exchange.** You will meet the continued employment requirement if you are on an approved leave of absence at any time during this period.

How many new options will I receive in exchange for my tendered options?

For options granted on or before October 16, 2001, we will grant an option for one option share for every two option shares that we accept for exchange. In other words, we will grant you a new option to purchase half the total number of shares of our common stock that are subject to the options you tender. (If you tender options exercisable for an odd number of shares, we will round up the number of shares subject to the new option to the nearest whole number.) With respect to options that were granted after October 16, 2001, we will grant you a new option to purchase the same number of shares of our common stock that are subject to the options you tender. All new options will be granted under either our 1999 Plan or the Cyras Plan, as applicable, and will be subject to the terms and conditions of the applicable Plan and a new grant letter.

When will I receive my new options?

We will grant the new options on or about the first business day that is at least six months and one day after the date we cancel the options accepted for exchange. If we cancel tendered options on May 17, 2002, which is the scheduled expiration date of the offer, the grant date of the new options will be on or about November 18, 2002.

Why won't I receive my new options immediately after the expiration date of the offer?

If we were to grant the new options on any date which is earlier than six months and one day after the date we cancel the options accepted for exchange, we would be required for financial reporting purposes to record compensation expense against our earnings. This requirement would be difficult to administer and would adversely affect our reported earnings. By deferring the grant of the new options for at least six months and one day, we believe we will not have to record such a compensation expense.

If I tender options in the offer, will I be eligible to receive other option grants before I receive my new options?

No. Because of accounting rules that could apply to these interim grants as a result of the offer, we do not expect to grant new options, such as annual, semi-annual, promotion or special options, to tendering option holders until at least six months and one day after the date we cancel the options accepted for exchange.

What happens if CIENA is acquired by another company during the period after my options are canceled but before I am granted new options?

Although we currently have no plans to enter into any such transaction, it is possible that before we grant the new options we might enter into an agreement for a merger, consolidation or reorganization of CIENA in which CIENA is not the surviving entity. In the event we do enter into such a transaction, to the extent the acquiring company agrees to assume other outstanding options of CIENA, we will make appropriate provision in the agreement of reorganization for the surviving entity to assume the obligation to issue the new options.

In such an event, new options issued pursuant to this exchange would be treated in the same manner as outstanding options assumed by the surviving entity. Thus, if such a transaction were to occur, and the acquiring company agreed to assume our outstanding options, you would receive a new option in the surviving entity provided that you remain continuously employed with CIENA and the acquiring company through the new grant date. The number of shares subject to the new option would be determined by adjusting the number of shares of our common stock that you would have received in the absence of the transaction in the same manner as options assumed by the surviving entity in connection with the transaction. Thus, the new option may not cover the same number of shares in the surviving entity as the number of CIENA shares covered by your tendered option. The exercise price per share of the new options would be the closing price of the acquiring company's stock on the new grant date.

In the event of a sale of some of our assets such as a division or part of the company, the acquiring company would not be obligated to assume the obligation to issue new options under the offer. In the event of such a transaction, you would not receive options to purchase stock or securities of the acquiring company or any other consideration in exchange for your tendered options.

We cannot guarantee that the acquiring company in any merger, acquisition, or similar transaction would agree to assume existing options and therefore the obligation to issue new options. Therefore, it is possible that you may not receive any new options, stock or securities of the surviving company or other consideration in exchange for your tendered options if we are acquired before the new options are granted.

What will the exercise price of the new options be?

The exercise price of the new options will be equal to the closing price of our common stock on the Nasdaq National Market on the business day immediately preceding the date on which we grant the new options. The closing price of our stock on the Nasdaq National Market was $7.55 per share on April 12, 2002. We cannot predict what the market price of our stock will be when the exercise price of the new options is established, however. **It is possible that the price will be higher than the exercise price of some or all of your current options. We recommend that you obtain current market quotations for our common stock before deciding whether to tender your options.**

When and how will the new options vest?

Except with respect to options that were granted after October 16, 2001, the new options will be unvested and will vest on a different schedule than the options tendered and accepted for exchange pursuant to the offer; specifically, the new options will immediately begin vesting on a monthly basis in equal installments over three years. With respect to options that were granted after October 16, 2001, the new options will continue vesting on the same schedule as the options tendered and accepted for exchange (i.e., vesting over four years, with 25% vesting on the first anniversary of date of grant, and monthly vesting thereafter). None of the new options, however, regardless of when the tendered options were granted, may be exercised for the first six months after the grant date.

Why am I required to wait six months before I exercise the vested portion of the new options that I am granted in this offer?

Under the Fair Labor Standards Act (FLSA), a company is required to include gains from option exercises in the overtime pay calculation for non-exempt employees unless the options satisfy the applicable exemption under the FLSA. One of the requirements for the FLSA exemption is that options not be exercisable for the first six months after the options are granted. All of the old options satisfied this six month waiting period requirement because the old options did not become vested until one year after their grant dates. The new options, however, will begin vesting immediately on a monthly basis or, with respect to options that were granted after October 16, 2001 and tendered for exchange, will have the same vesting schedule as the tendered options and will be vested in whole or in part on the new date grant date. If a non-exempt employee could exercise the vested portion of a new option during the first six months following the new grant date, the new option would not satisfy the requirements of the FLSA exemption. We are therefore imposing a six month waiting period on all employees participating in the offer.

Will my new options continue to vest during the six month waiting period described in the previous question?

Yes. Your new options will continue to vest during the six month waiting period described in the previous question. You will not, however, be able to exercise your new options during the six month waiting period.

Will the new options be exercisable for unvested option shares?

No. The new options may not be exercised for unvested option shares. This is the case even if you tender options that permitted you to exercise the option for unvested option shares.

What should I consider in deciding whether to exchange my options?

You must decide for yourself whether to exchange your options. The decision is a complex one that depends on the assumptions you make about several factors. Among the more important are (i) the exercise price of your existing options, (ii) the exercise price of the new options, and (iii) the price of our stock when you exercise your options. In general, the higher the exercise price of your existing options, the more likely it is that participating in the exchange will be advantageous to you. Although you know the exercise price of your existing options, it is not possible to know what the exercise price of the new options or what the price of our stock will be when you wish to exercise your options. Thus your decision will depend largely on what assumptions you make about what those two prices will be.

If I have more than one option and want to participate in the exchange, do I have to exchange all of my options?

No. You may exchange one or more of the options you hold, but you are not required to tender all of your options, subject to the requirement that you must tender all options granted after October 16, 2001 if you wish to participate in the offer. For example, if you have options granted in October 2000, February 2001, and June 2001, you may exchange the October 2000 and February 2001 options but keep the June 2001 option. You may not, however, exchange only part of an option. For example, if you hold an option for 200 shares, you must exchange all or none of it. You may not exchange only 100 of the option shares covered by the option and keep the remainder.

If I have exercised a portion of an option, can I still participate in the exchange?

Yes, provided that you tender all of the remaining portion of that option. For example, if were granted an option for 100 shares in October 2000 and have exercised 25 of those shares, then you may exchange the remaining 75 shares, but not less than that amount.

Are there any other requirements that affect which options I may tender in the offer?

Yes. A few employees who are eligible for the exchange program were granted options after October 16, 2001, because of a promotion or special award. If you are in that situation and wish to exchange one or more options granted on or before October 16, 2001, you must exchange the options granted after October 16, 2001, as well as those you wish to exchange that were granted before October 16, 2001. In other words, if you wish to participate in the offer, you must tender all options granted to you after October 16, 2001, if any, regardless of exercise price. We are requiring this because there would be adverse accounting consequences if we did not do so.

If you do exchange an option granted after October 16, 2001, we will issue you a new option for the same number of shares at the time new options are issued in the exchange program. This new option will continue vesting on the same schedule as the option you exchanged, but will have a different exercise price, which will be established at the date it is granted.

If my original options are incentive stock options, will my new options be incentive stock options?

No. All new options will be nonqualified stock options.

If my original option is split between an incentive stock option and a nonqualified stock option because my original grant exceeded the $100,000 limit on incentive stock options, can I cancel one part of this option but not the other?

No. You cannot cancel one part of an option grant that has been split into an incentive stock option and a nonqualified stock option because it is still considered a single option grant. It cannot be separated for purposes of the offer.

If I am a U.S. resident for U.S. federal income tax purposes, will I have to pay taxes if I exchange my options in the offer?

If you exchange your current options for new options, you will not be required under current law to recognize income for U.S. federal income tax purposes at the time of the exchange. We believe that the exchange will be treated as a non-taxable exchange. Further, at the date of grant of the new options, you will not be required under current law to recognize income for U.S. federal income tax purposes. The grant of options is not recognized as taxable income.

If you do not participate in the offer, we do not believe that the tax treatment of your eligible incentive stock options will change. It is possible, however, that the IRS could decide that your right to exchange your incentive stock options under this offer is a "modification" of your incentive stock options, even though you will not have exchanged the options. A successful assertion by the IRS that an option is modified could extend the option's holding period to qualify for favorable tax treatment and cause a portion of an incentive stock option to be treated as a nonqualified stock option.

We recommend that you consult with your own tax advisor to determine the tax consequences of tendering options pursuant to the offer.

If I am subject to tax in a jurisdiction other than the United States, will I have to pay taxes if I exchange my options in the offer?

You may be taxed on either the exchange of your options for new options or the grant of new options. The foreign tax consequences of the offer may vary depending upon, among other things, the jurisdiction in which you are subject to tax and your particular circumstances. You are responsible for reporting and paying any taxes on your options based upon your country of residence, work location or assignment location. You are urged to consult your own tax advisor to determine any foreign tax consequences to you of participating in the offer.

When does the offer expire? Can the offer be extended, and if so, how will I be notified if it is extended?

The offer expires on May 17, 2002, at 5:00 p.m., Eastern Daylight time, unless it is extended by us.

We may, in our discretion, extend the offer at any time, but we cannot assure you that the offer will be extended or, if extended, for how long. If the offer is extended, we will make a public announcement of the extension no later than 9:00 a.m., Eastern Daylight time, on the next business day following the previously scheduled expiration of the offer period, and your new options will be granted on or about the first business day that is at least six months and one day following the rescheduled expiration of the offer.

How do I tender my options?

If you decide to tender your options for exchange, you must deliver, before 5:00 p.m., Eastern Daylight time, on May 17, 2002, a properly completed and duly executed letter of transmittal and any other documents required by the letter of transmittal to CIENA Corporation, 1201 Winterson Road, Linthicum, Maryland 21090, Attn: Stock Administration.

If the offer is extended by us beyond that time, you must deliver these documents before the extended expiration of the offer.

No tender of options will be deemed to have been properly made until all defects or irregularities have been cured by you or waived by us. Neither we nor any other person is obligated to give notice of any defects or irregularities in tenders, nor will anyone incur any liability for failure to give any such notice. We reserve the right to reject any or all tenders of options that we determine are not in appropriate form or that we determine are unlawful to accept. Otherwise, we will accept properly and timely tendered options which are not validly withdrawn. Subject to our rights to extend, terminate and amend the offer, we currently expect that we will accept all such properly tendered options promptly after the expiration of the offer.

Do I need to do anything if I do not wish to tender my options?

No. If you do not deliver a properly completed and duly executed letter of transmittal before the expiration of the offer, you will not be a participant in the offer.

During what period of time may I withdraw previously tendered options?

You may withdraw your tendered options at any time before 5:00 p.m., Eastern Daylight time, on May 17, 2002. If the offer is extended by us beyond that time, you may withdraw your tendered options at any time until the extended expiration of the offer. In addition, unless we accept your tendered options for exchange before 12:00 midnight, Eastern Daylight time, on June 13, 2002, you may withdraw your tendered options at any time after June 13, 2002. **To withdraw tendered options, you must deliver to us a written notice of withdrawal, or a facsimile thereof, with the required information while you still have the right to withdraw the tendered options.** Once you have withdrawn options, you may re-tender options only by again following the delivery procedures described above.

What does CIENA and its board of directors think of the offer?

Although our board of directors has approved this offer, neither we nor our board of directors makes any recommendation as to whether you should tender or refrain from tendering your options. You must make your own decision whether to tender options.

Will any members of CIENA's board of directors tender their options in the offer?

No. Our non-employee directors who hold options issued under the CIENA Corporation 1996 Outside Directors Stock Option Plan are not eligible to participate in the offer. Our only employee directors are the Executive Chairman of the Board of Directors, Patrick H. Nettles, Ph.D., and our President and Chief Executive Officer, Gary B. Smith, both of whom are also not eligible to participate in the offer.

Will CIENA's executive officers tender their options in the offer?

No. CIENA's executive officers are not eligible to participate in the offer.

Who can I talk to if I have questions about the offer?

For additional information or assistance, you should contact:

CIENA Corporation
1201 Winterson Road
Linthicum, Maryland 21090
Attention: Stock Administration
(telephone: (410) 981-7377)
(facsimile: (410) 865-8968)
(e-mail: options@ciena.com)

THE OFFER

1. Eligibility; Number of Options; Expiration Date.

Upon the terms and subject to the conditions of the offer, we will issue new options to purchase common stock under the 1999 Plan or the Cyras Plan, as applicable, in exchange for all eligible outstanding options under the Plans that are properly tendered and not validly withdrawn in accordance with section 4 before the “expiration date,” as defined below. Eligible outstanding options are all options that have an exercise price greater than $12 per share and which are held by employees eligible to participate in the offer. We will accept partial tenders of options for a portion of the shares subject to your options, so long as you tender all of the options you received on any particular grant date. See section 5 for more information on partial tenders.

All of our current employees who hold options under the Plans, with the exception of (i) our employees located outside of the United States who are not on the payroll of either CIENA Corporation or CIENA Communications, Inc., (ii) our board of directors, and (iii) our officers who are now, or were previously, required to file reports under Section 16 of the Exchange Act are eligible to participate in the offer. Our independent contractors and other option holders who are not employees are ineligible to participate in the offer. Any employee whose employment with us has been terminated, whether voluntarily or involuntarily, is not eligible to participate in the offer, irrespective of the effective date of such termination.

Except as otherwise set forth herein for options granted after October 16, 2001, we will grant an option for one option share for every two option shares that we accept for exchange. Therefore, if your options are properly tendered and accepted for exchange, you will be entitled to receive a new option to purchase half the total number of shares of our common stock that are subject to the options that you tender, subject to adjustments for any stock splits, stock dividends and similar events. (If you tender options exercisable for an odd number of shares, we will round up the number of shares subject to the new option to the nearest whole number.) Notwithstanding the foregoing, if you are required to tender an option that was granted after October 16, 2001, we will grant you a new option to purchase the same number of shares subject to the tendered option, subject to adjustments for any stock splits, stock dividends and similar events.

If you do not continue as an employee of CIENA Corporation or one of our subsidiaries from the date you tender options through and including the date we grant the new options, you will not receive any new options or any other consideration in exchange for your tendered options that have been accepted for exchange. You will meet the continued employment requirement if you are on an approved leave of absence at any time during this period. All new options will be subject to the terms of the 1999 Plan or the Cyras Plan, as applicable, and to a new grant letter.

The term “expiration date” means 5:00 p.m., Eastern Daylight time, on May 17, 2002, unless and until we, in our discretion, have extended the period of time during which the offer will remain open, in which event the term “expiration date” refers to the latest time and date at which the offer, as so extended, expires. See section 14 for a description of our rights to extend, delay, terminate and amend the offer.

If we decide to take any of the following actions, we will publish notice of such action and extend the offer for a period of ten business days after the date of such publication:

(a) (1) we increase or decrease the amount of consideration offered for the options; or

(2) we decrease the number of options eligible to be tendered in the offer; and

(b) the offer is scheduled to expire at any time earlier than the expiration of a period ending on the tenth business day from, and including, the date that notice of such increase or decrease is first published, sent or given in the manner specified in section 14.

For purposes of the offer, a “business day” means any day other than a Saturday, Sunday or federal holiday and consists of the time period from 12:01 a.m. through 12:00 midnight, Eastern Daylight time.

We also reserve the right, in our discretion, at any time, and regardless of whether or not any event set forth in section 6 has occurred or is deemed by us to have occurred, to extend the period of time during which the offer is open and thereby delay the acceptance for exchange of any options by giving oral or written notice of such extension to the option holders and making a public announcement thereof. Our reservation of the right to delay our acceptance and cancellation of options tendered for exchange is limited by Rule 13e-4(f)(5) under the Exchange Act, which requires that we must pay the consideration offered or return the options tendered promptly after termination or withdrawal of a tender offer.

As of April 12, 2002, options to purchase 45,568,460 shares of our common stock were issued and outstanding under the Plans. Of these options, options to purchase 29,323,205 shares of our common stock were held by eligible employees, of which 26,710,933 options are eligible to be exchanged in the offer. The shares of common stock issuable as of April 12, 2002 upon exercise of vested and unvested options we are offering to exchange represent approximately 58.62% of the total shares of common stock issuable as of April 12, 2002 upon exercise of all vested and unvested options outstanding under the Plans as of April 12, 2002.

All options accepted by us pursuant to this offer will be canceled.

2. Purpose of the Offer.

We issued the options outstanding under the Plans for the following purposes:

- to provide our employees an opportunity to acquire or increase a proprietary interest in CIENA, thereby creating a stronger incentive to expend maximum effort for our growth and success; and

- to encourage our employees to continue their service with us.

Many of our outstanding options, whether or not they are currently exercisable, have exercise prices that are significantly higher than the current market price of our common stock. We believe these options are unlikely to be exercised in the foreseeable future. By making this offer to exchange outstanding options for new options that will have an exercise price equal to the market value of our common stock on the business day before the grant date, we intend to provide our employees with the benefit of owning options that over time may have a greater potential to increase in value, create better performance incentives and thereby maximize stockholder value.

THE NEW OPTIONS ISSUED IN EXCHANGE FOR EXISTING OPTIONS TENDERED IN THIS OFFER WILL BE EXERCISABLE FOR ONLY ONE-HALF THE NUMBER OF SHARES SUBJECT TO THE EXISTING OPTIONS (EXCEPT FOR OPTIONS GRANTED AFTER OCTOBER 16, 2001). CONSEQUENTLY, UNLESS THE EXERCISE PRICE OF THE NEW OPTIONS IS LESS THAN THE EXERCISE PRICE OF THE OLD OPTIONS, PARTICIPATING IN THE EXCHANGE WILL NOT BE BENEFICIAL. CONSIDERING THE RISKS ASSOCIATED WITH THE VOLATILE AND UNPREDICTABLE NATURE OF THE STOCK MARKET, THE TECHNOLOGY SECTOR AND OUR INDUSTRY IN PARTICULAR, THERE IS NO GUARANTEE THAT THE CLOSING MARKET PRICE OF OUR COMMON STOCK ON THE REPLACEMENT GRANT DATE (AND THEREFORE THE EXERCISE PRICE OF ANY NEW

OPTION) WILL BE LESS THAN THE EXERCISE PRICE OF YOUR EXISTING OPTION, OR THAT YOUR NEW OPTION WILL INCREASE IN VALUE OVER TIME.

Subject to the foregoing, and except as otherwise disclosed in this offer to exchange or in our filings with the SEC, we presently have no plans or proposals that relate to or would result in:

(a) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving us or any of our subsidiaries;

(b) any purchase, sale or transfer of a material amount of our assets or the assets of any of our subsidiaries;

(c) any material change in our present dividend rate or policy, or our indebtedness or capitalization;

(d) any change in our present board of directors or management, including a change in the number or term of directors or to fill any existing board vacancies or to change any executive officer's material terms of employment;

(e) any other material change in our corporate structure or business;

(f) our common stock not being authorized for quotation in an automated quotation system operated by a national securities association;

(g) our common stock becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act;

(h) the suspension of our obligation to file reports pursuant to Section 15(d) of the Exchange Act;

(i) the acquisition by any person of any material amount of our securities or the disposition of any material amount of our securities; or

(j) any change in our certificate of incorporation or bylaws, or any actions which may impede the acquisition of control of us by any person.

Neither we nor our board of directors make any recommendation as to whether you should tender your options, nor have we authorized any person to make any such recommendation. We urge you to evaluate carefully all of the information in this offer to exchange and to consult your own investment and tax advisors. You must make your own decision whether to tender your options for exchange.

3. Procedures for Tendering Options.

Proper Tender of Options. To validly tender your options pursuant to the offer, you must, in accordance with the terms of the letter of transmittal, properly complete, duly execute and deliver to us the letter of transmittal, or a facsimile thereof, along with any other required documents. We must receive all of the required documents before the expiration date at CIENA Corporation, 1201 Winterson Road, Linthicum, Maryland 21090, Attn: Stock Administration.

If you do not turn in your letter of transmittal and any other required documents by the deadline, then you will not participate in the offer, and all stock options you currently hold will remain unchanged at their original price and terms.

The method of delivery of all documents, including letters of transmittal and any other required documents, is at the election and risk of the tendering option holder. If delivery is by mail, we recommend that you use registered mail with return receipt requested and properly insure your package. In all cases, you should allow sufficient time to ensure timely delivery.

Determination of Validity; Rejection of Options; Waiver of Defects; No Obligation to Give Notice of Defects. We will determine, in our discretion, all questions as to form of documents and the validity, form, eligibility, including time of receipt, and acceptance of any tender of options. Our determination of these matters will be final and binding on all parties. We reserve the right to reject any or all tenders of options that we determine are not in appropriate form or that we determine are unlawful to accept. Otherwise, we will accept properly and timely tendered options which are not validly withdrawn. We also reserve the right to waive any of the conditions of the offer or any defect or irregularity in any tender with respect to any particular options or any particular option holder. No tender of options will be deemed to have been properly made until all defects or irregularities have been cured by the tendering option holder or waived by us. Neither we nor any other person is obligated to give notice of any defects or irregularities in tenders, nor will anyone incur any liability for failure to give any such notice.

Our Acceptance Constitutes an Agreement. Your tender of options pursuant to the procedures described above constitutes your acceptance of the terms and conditions of the offer. **Our acceptance for exchange of your options tendered by you pursuant to the offer will constitute a binding agreement between us and you upon the terms and subject to the conditions of the offer.**

Subject to our rights to extend, terminate and amend the offer, we currently expect that we will accept promptly after the expiration of the offer all properly tendered options that have not been validly withdrawn.

4. Withdrawal Rights.

You may only withdraw your tendered options in accordance with the provisions of this section 4.

You may withdraw your tendered options at any time before 5:00 p.m., Eastern Daylight time, on May 17, 2002. If the offer is extended by us beyond that time, you may withdraw your tendered options at any time until the extended expiration of the offer. In addition, unless we accept your tendered options for exchange before 12:00 midnight, Eastern Daylight time, on June 13, 2002, you may withdraw your tendered options at any time after June 13, 2002.

To validly withdraw tendered options, an option holder must deliver to us at the address set forth on the back cover of this offer to exchange a written notice of withdrawal, or a facsimile thereof, with the required information, while the option holder still has the right to withdraw the tendered options. The notice of withdrawal must specify the name of the option holder who tendered the options to be withdrawn, the grant date, exercise price and total number of option shares subject to each option to be withdrawn, and the number of option shares to be withdrawn. Except as described in the following sentence, the notice of withdrawal must be executed by the option holder who tendered the options to be withdrawn exactly as such option holder’s name appears on the option agreement or agreements or grant letter or letters evidencing such options. If the signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or another person acting in a fiduciary or representative capacity, the signer’s full title and proper evidence of the authority of such person to act in such capacity must be indicated on the notice of withdrawal.

You may not rescind any withdrawal, and any options you withdraw will thereafter be deemed not properly tendered for purposes of the offer, unless you properly re-tender those options before the expiration date by following the procedures described in section 3.

Neither CIENA nor any other person is obligated to give notice of any defects or irregularities in any notice of withdrawal, nor will anyone incur any liability for failure to give any such notice. We will determine, in our discretion, all questions as to the form and validity, including time of receipt, of notices of withdrawal. Our determination of these matters will be final and binding.

5. Acceptance of Options for Exchange and Issuance of New Options.

Upon the terms and subject to the conditions of this offer and as promptly as practicable following the expiration date, we will accept for exchange and cancel options properly tendered and not validly withdrawn before the expiration date. Subject to our rights described in section 1, if your options are properly tendered on May 17, 2002 (the scheduled expiration date of the offer) and accepted for exchange, you will be granted new options on or about November 18, 2002, which is the first business day that is at least six months and one day following the date we cancel the options accepted for exchange. If we extend the date by which we must accept and cancel options properly tendered for exchange, you will be granted new options on a subsequent business day which is on or about the first business day that is at least six months and one day following the extended expiration date.

Except as otherwise set forth herein for options granted since October 16, 2001, we will grant an option for one option share for every two option shares that we accept for exchange. Therefore, your new options will entitle you to purchase a number of shares of our common stock which is equal to one half of the number of shares subject to the options or portion thereof you tender, subject to adjustments for any stock splits, stock dividends and similar events. If your tendered options entitle you to purchase an odd number of shares, we will round up to the nearest whole number the number of shares subject to your new options.

If you do not continue as an employee of CIENA Corporation or one of our subsidiaries from the date you tender options through and including the date we grant the new options, you will not receive any new options or any other consideration in exchange for your tendered options that have been accepted for exchange. You will meet the continued employment requirement if you are on an approved leave of absence at any time during this period.

You may tender options for all of your option shares or for none of your option shares. If you wish to tender options for less than all of your option shares, which we refer to as a “partial tender,” you must tender all of the options for each separate grant you received on a particular grant date. For example, if you received options on three different grant dates, and you wish to tender options received on the first grant date, you must tender all of the options you received on the first grant date (unless you received two or more separate grants, on the first grant date in which case you may elect to tender one or all of the options). Further, you may participate in the offer even if you have previously exercised a portion of an option, provided that you tender all of the remaining portion of such option.

If you have received any options after October 16, 2001 and you wish to exchange one or more options granted on or before October 16, 2001, you must tender in the offer all those options granted after October 16, 2001, as well those you wish to exchange that were granted on or before October 16, 2001. We are requiring a tender of all such options received during the six months before the commencement of the offer because we may incur compensation expense if such options are not tendered. With respect to such options, (i) the number of shares subject to each new option will be the same as the number of shares subject to each of the corresponding tendered options, subject to adjustments for any stock splits, stock dividends and similar events; (ii) the new options will continue vesting on the same schedule(s) as that of the tendered options (i.e., vesting over four years, with 25% vesting on the first anniversary of the date of grant, and monthly vesting thereafter); and (iii) the new options may not be exercised for the first six months after the grant date.

Because of accounting rules that could apply to these interim grants as a result of the offer, we do not expect to grant new options, such as annual, semi-annual, promotion or special options, to tendering option holders until at least six months and one day after the date we cancel the options accepted for exchange.

Although we currently have no plans to enter into any such transaction, it is possible that before we grant the new options we might enter into an agreement for a merger, consolidation or reorganization of CIENA in which CIENA is not the surviving entity. In the event we do enter into such a transaction, to the extent the acquiring company agrees to assume other outstanding options of CIENA, we will make appropriate provision in the agreement of reorganization for the surviving entity to assume the obligation to issue the new options.

In such an event, new options issued pursuant to this exchange would be treated in the same manner as outstanding options assumed by the surviving entity. Thus, if such a transaction were to occur and the acquiring company agreed to assume our outstanding options, you would receive a new option in the surviving entity provided that you remain continuously employed with CIENA and the acquiring company through the new grant date. The number of shares subject to the new option would be determined by adjusting the number of shares of our common stock that you would have received in the absence of the transaction in the same manner as options assumed by the surviving entity in connection with the transaction. Thus, the new option may not cover the same number of shares in the surviving entity as the number of CIENA shares covered by your tendered option. The exercise price per share of the new options would be the closing price of the acquiring company's stock on the new grant date.

In the event of a sale of some of our assets such as a division or part of the company, the acquiring company would not be obligated to assume the obligation to issue new options under the offer. In the event of such a transaction, you would not receive options to purchase stock or securities of the acquiring company or any other consideration in exchange for your tendered options.

We cannot guarantee that the acquiring company in any change of control transaction would agree to assume existing options and therefore the obligation to issue new options. Therefore, it is possible that you may not receive any new options, stock or securities of the surviving company or other consideration in exchange for your tendered options if we are acquired before the new options are granted.

We reserve the right, in the event of any transaction described in the preceding paragraphs, to take any actions we deem necessary or appropriate to complete a transaction that our board of directors believes is in the best interest of our company and our stockholders.

For purposes of the offer, we will be deemed to have accepted for exchange options that are validly tendered and not properly withdrawn as, if and when we give oral or written notice to the option holders of our acceptance for exchange of such options, which may be by press release. Subject to our rights to extend, terminate and amend the offer, we currently expect that we will accept promptly after the expiration of the offer all properly tendered options that are not validly withdrawn. Promptly after we accept tendered options for exchange, we will send each tendering option holder a letter indicating the number of shares subject to the options that we have accepted for exchange, the corresponding number of shares that will be subject to the new options and the expected grant date of the new options.

6. Conditions of the Offer.

Notwithstanding any other provision of the offer, we will not be required to accept any options tendered for exchange, and we may terminate or amend the offer, or postpone our acceptance and cancellation of any options tendered for exchange, in each case, subject to Rule 13e-4(f)(5) under the Exchange Act, if at any time on or after April 17, 2002 and prior to the expiration date any of the following events has occurred, or has been determined by us to have occurred, and, in our reasonable judgment in any such case and regardless of the circumstances giving rise thereto, including any action or omission to act by us, the occurrence of such event or events makes it inadvisable for us to proceed with the offer or with such acceptance and cancellation of options tendered for exchange:

(a) there shall have been threatened or instituted or be pending any action or proceeding by any government or governmental, regulatory or administrative agency, authority or tribunal or any other person, domestic or foreign, before any court, authority, agency or tribunal that directly or indirectly challenges the making of the offer, the acquisition of some or all of the tendered options pursuant to the offer, the issuance of new options, or otherwise relates in any manner to the offer or that, in our reasonable judgment, could materially and adversely affect the business, condition (financial or other), income, operations or prospects of CIENA Corporation or our subsidiaries, or otherwise materially impair in any way the contemplated future conduct of our business or the business of any of our subsidiaries or materially impair the contemplated benefits of the offer to us;

(b) there shall have been any action threatened, pending or taken, or approval withheld, or any statute, rule, regulation, judgment, order or injunction threatened, proposed, sought, promulgated, enacted, entered, amended, enforced or deemed to be applicable to the offer or us or any of our subsidiaries, by any court or any authority, agency or tribunal that, in our reasonable judgment, would or might directly or indirectly:

   (1) make the acceptance for exchange of, or issuance of new options for, some or all of the tendered options illegal or otherwise restrict or prohibit consummation of the offer or otherwise relates in any manner to the offer;

   (2) delay or restrict our ability, or render us unable, to accept for exchange, or issue new options for, some or all of the tendered options;

   (3) materially impair the contemplated benefits of the offer to us; or

   (4) materially and adversely affect the business, condition (financial or other), income, operations or prospects of CIENA Corporation or our subsidiaries, or otherwise materially impair in any way the contemplated future conduct of our business or the business of any of our subsidiaries or materially impair the contemplated benefits of the offer to us;

(c) there shall have occurred:

   (1) any general suspension of trading in, or limitation on prices for, securities on any national securities exchange or in the over-the-counter market;

   (2) the declaration of a banking moratorium or any suspension of payments in respect of banks in the United States, whether or not mandatory;

   (3) the commencement of a war, armed hostilities or other international or national crisis

directly or indirectly involving the United States;

(4) any limitation, whether or not mandatory, by any governmental, regulatory or administrative agency or authority on, or any event that in our reasonable judgment might affect, the extension of credit by banks or other lending institutions in the United States;

(5) any significant decrease in the market price of the shares of our common stock or any change in the general political, market, economic or financial conditions in the United States or abroad that could, in our reasonable judgment, have a material adverse effect on the business, condition (financial or other), operations or prospects of CIENA Corporation or our subsidiaries or on the trading in our common stock;

(6) any change in the general political, market, economic or financial conditions in the United States or abroad that could have a material adverse effect on the business, condition (financial or other), operations or prospects of CIENA Corporation or our subsidiaries or that, in our reasonable judgment, makes it inadvisable to proceed with the offer;

(7) in the case of any of the foregoing existing at the time of the commencement of the offer, a material acceleration or worsening thereof; or

(8) any decline in either the Dow Jones Industrial Average or the Standard and Poor's Index of 500 Companies by an amount in excess of 10% measured during any time period after the close of business on April 17, 2002;

(d) there shall have occurred any change in accounting principles generally accepted in the United States of America which could or would require us for financial reporting purposes to record compensation expense against our earnings in connection with the offer;

(e) a tender or exchange offer with respect to some or all of our common stock, or a merger or acquisition proposal for us, shall have been proposed, announced or made by another person or entity or shall have been publicly disclosed, or we shall have learned that:

(1) any person, entity or "group," within the meaning of Section 13(d)(3) of the Securities Exchange Act, shall have acquired or proposed to acquire beneficial ownership of more than 5% of the outstanding shares of our Common stock, or any new group shall have been formed that beneficially owns more than 5% of the outstanding shares of our common stock, other than any such person, entity or group that has filed a Schedule 13D or Schedule 13G with the SEC on or before April 17, 2002;

(2) any such person, entity or group that has filed a Schedule 13D or Schedule 13G with the SEC on or before April 17, 2002 shall have acquired or proposed to acquire beneficial ownership of an additional 2% or more of the outstanding shares of our common stock; or

(3) any person, entity or group shall have filed a Notification and Report Form under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 or made a public announcement reflecting an intent to acquire us or any of our subsidiaries or any of the assets or securities of us or any of our subsidiaries; or

(f) any change or changes shall have occurred in the business, condition (financial or other), assets, income, operations, prospects or stock ownership of CIENA Corporation or our subsidiaries that, in our reasonable judgment, is or may be material to CIENA Corporation or our subsidiaries.

The conditions to the offer are for our benefit. We may assert them in our discretion regardless of the circumstances giving rise to them prior to the expiration date. We may waive them, in whole or in part, at any time and from time to time prior to the expiration date, in our discretion, whether or not we waive any other condition to the offer. Our failure at any time to exercise any of these rights will not be deemed a waiver of any such rights. The waiver of any of these rights with respect to particular facts and circumstances will not be deemed a waiver with respect to any other facts and circumstances. Any determination we make concerning the events described in this section 6 will be final and binding upon all persons.

7. Price Range of our Common Stock.

Our common stock is quoted on the Nasdaq National Market under the symbol "CIEN." The following table shows, for the periods indicated, the high and low sales prices per share of our common stock as reported by the Nasdaq National Market.

		High	Low
Fiscal 2002			
	Second Quarter (through April 12, 2002)	$ 12.95	$ 7.13
	First Quarter ended January 31, 2002	$ 21.71	$12.60
Fiscal 2001			
	Fourth Quarter ended October 31, 2001	$ 37.03	$ 9.20
	Third Quarter ended July 31, 2001	$ 66.73	$28.29
	Second Quarter ended April 30, 2001	$ 94.00	$33.50
	First Quarter ended January 31, 2001	$121.38	$59.56
Fiscal 2000			
	Fourth Quarter ended October 31, 2000	$151.00	$64.19
	Third Quarter ended July 31, 2000	$ 90.13	$44.94
	Second Quarter ended April 30, 2000	$ 94.50	$30.03
	First Quarter ended January 31, 2000	$ 39.69	$16.75

As of April 12, 2002, the closing price of our common stock, as reported by the Nasdaq National Market, was $7.55 per share.

We recommend that you obtain current market quotations for our common stock before deciding whether to tender your options.

8. Source and Amount of Consideration; Terms of New Options.

Consideration. We will issue new options to purchase common stock under either the 1999 Plan (for options tendered under the 1994 Plan or the 1999 Plan) or the Cyras Plan (for options tendered under the Cyras Plan) in exchange for outstanding eligible options properly tendered by employees and accepted for exchange by us. Except for options granted after October 16, 2001, we will grant an option for one option share for each option for every two option shares that we accept for exchange. Therefore, the number of shares of common stock subject to the new option to be granted to you will be one half of the total number of shares subject to the options you tender, subject to adjustments for any stock splits, stock dividends and similar events. (If you tender options exercisable for an odd number of shares, we will round up the number of shares subject to the new option to the nearest whole number.) With respect to tendered options that were granted after October 16, 2001, we will grant you new options to purchase the number of shares of our common stock which is equal to the number of shares of common stock subject to the options you tender, subject to adjustments for any stock splits, stock dividends and similar events. You cannot cancel one part of an option that has been split into an incentive stock option and a nonqualified stock option because it is still considered a single option. The shares of common stock subject to options cancelled pursuant to this offer will be returned to the pool of shares available for grants of new options under the Plans. If we receive and accept tenders of all outstanding eligible options, we will grant new options to purchase a total of approximately 13,403,267 shares of our common stock. The common stock issuable upon exercise of the new options will equal approximately 4.07% of the total shares of our common stock outstanding as of April 12, 2002.

Terms of New Options. The new nonqualified stock options will be issued under either the 1999 Plan or the Cyras Plan, as applicable, and will be evidenced by a new grant letter. The exercise price of the new options will equal the closing sale price of our common stock as reported on the Nasdaq National Market on the business day immediately preceding the date of grant. New options issued in exchange for options granted on or before October 16, 2001, will commence vesting immediately and will vest in equal monthly installments over three years. These new options will not include a guaranteed 12 month acceleration of vesting upon a change of control of CIENA. New options issued in exchange for options granted after October 16, 2001, will continue vesting on the same schedule as the existing options tendered for exchange (i.e., vesting over four years, with 25% vesting on the first anniversary of the date of grant, and monthly vesting thereafter). These new options will retain the guaranteed 12 month acceleration of vesting upon a change of control of CIENA. All of the new options granted in the offer, regardless of when the tendered options were granted, may not be exercised for the first six months after the new grant date. Except for the exercise price, the vesting schedule, the six month waiting period on exercisability, the change in acceleration provisions, status as a nonqualified stock option for cancelled incentive stock options, and as otherwise specified in the offer, the terms and conditions of the new options will be substantially the same as the terms and conditions of the options tendered for exchange. The new options will have a new ten year term, starting on the new grant date.

The following description summarizes the material terms of the 1999 Plan and the options granted under the 1999 Plan. Our statements in this offer to exchange concerning the Plans and the new options are merely summaries and do not purport to be complete. The statements are subject to, and are qualified in their entirety by reference to, all provisions of the Plans, the form of option agreement under the Plans and your grant letter. Please contact us at CIENA Corporation, 1201 Winterson Road, Linthicum, Maryland 21090, Attn: Stock Administration (telephone: (410) 981-7377) (e-mail: options@ciena.com), to receive a copy of either the 1999 Plan or the Cyras Plan and the respective form of option agreement thereunder. We will promptly furnish you copies of these documents at our expense.

General. Options may be granted under the 1999 Plan to employees of CIENA Corporation and its subsidiaries. People who are required to file reports under Section 16(a) of the Exchange Act, known as “reporting persons,” are not eligible to be granted options under the Plan. All options granted under the 1999 Plan are nonqualified stock options. Options may be granted under the Cyras Plan to employees of CIENA, its subsidiaries, to non-employee members of the Board and consultants who provide services to CIENA and its subsidiaries. Options granted under the Cyras Plan may be either incentive stock options or nonqualified stock options.

Administration. The 1999 Plan and the Cyras Plan are administered by the Human Resources Committee of the Board of Directors. The committee may authorize the grant of options under the 1999 Plan and the Cyras Plan as well as determine the terms and conditions of the options. The interpretation and construction by the committee of any provision of the 1999 Plan and the Cyras Plan or of any option granted or option agreement entered into under the 1999 Plan and the Cyras Plan is final and conclusive.

Term. The 1999 Plan has no termination date but may terminate in connection with a change of control of CIENA Corporation. The Cyras Plan has a ten year term but may terminate in connection with a change of control of CIENA.

Termination. Options granted under the 1999 Plan and the Cyras Plan will expire ten years after the date of grant, although options may expire earlier in the case of a change of control of CIENA Corporation or the termination of the option holder's employment. In general, vested options are exercisable for ninety days following termination of the optionee's employment for any reason other than death or disability. Vested options are exercisable for a period of 12 months following a termination for death or disability.

Exercise Price. The option exercise price is determined by the committee. In general, options granted under the 1999 Plan and the Cyras Plan are granted with an option exercise price equal to 100% of the fair market value of our common stock on the date of grant.

Vesting and Exercise. Options granted under the 1999 Plan are exercisable to the extent the options are vested. At the discretion of the committee, options granted under the Cyras Plan may be exercisable for unvested shares. The committee determines the vesting schedule for options granted under the 1999 Plan and the Cyras Plan. Except for options that replace options that were granted after October 16, 2001, the new options granted under the 1999 Plan and the Cyras Plan in connection with this offer will be unvested. Specifically, the new options will immediately begin vesting on a monthly basis in equal installments over three years. Options that replace options that were granted after October 16, 2001 will vest on the same schedule as the old options (i.e., vesting over four years, with 25% vesting on the first anniversary of the date of grant, and monthly vesting thereafter). Options granted under the Cyras Plan will not be exercisable for unvested shares.

Payment of Exercise Price. Upon exercise of options, the option exercise price must be paid in full either in cash or cash equivalents or by delivery of common stock already owned and held by the optionee for at least six months. If the committee permits, the exercise price may also be paid through broker-assisted cashless exercise.

Change of Control. Each option granted under the 1999 Plan and the Cyras Plan will become fully vested in the event of a change of control of CIENA Corporation (as set forth in Section 17 of the 1999 Plan and Section III of Article Two of the Cyras) unless provision is made in connection with the change of control for the assumption of outstanding awards or for the substitution for outstanding awards of new awards covering the stock of the successor entity. Except for options that replace options that were granted after October 16, 2001, the new options granted under the 1999 Plan and the Cyras Plan in connection with the offer will not include any guaranteed 12 month acceleration of vesting upon a change of control of CIENA.

Transferability of Options. Options granted under the 1999 Plan are not transferable.

U.S. Federal Income Tax Consequences of Stock Options. Under current law, an option holder will not realize taxable income upon the grant of a non-incentive stock option. However, when an option holder exercises the option, the difference between the exercise price of the option and the fair market value of the shares subject to the option on the date of exercise will be compensation income taxable to the option holder. We will be entitled to a deduction equal to the amount of compensation income taxable to the option holder if we comply with applicable reporting requirements.

If you tender shares in payment of part or all of the exercise price of a non-incentive stock option, no gain or loss will be recognized with respect to the shares tendered, regardless of whether the shares were acquired pursuant to the exercise of an incentive stock option, and you will be treated as receiving an equivalent number of shares pursuant to the exercise of the option in a nontaxable exchange. The tax basis of the shares tendered will be treated as the substituted tax basis for an equivalent number of shares received, and the new shares will be treated as having been held for the same holding period as the holding period that expired with respect to the transferred shares. The difference between the aggregate exercise price and the aggregate fair market value of the shares received pursuant to the exercise of the option will be taxed as ordinary income, just as if you had paid the exercise price in cash.

Options granted under the offer will be nonqualified stock options. They will not be incentive stock options. We do not believe that our offer will change the tax treatment of your eligible incentive stock options if you do not accept this offer. However, if you choose not to accept the offer, it is possible that the Internal Revenue Service would decide that your right to exchange your incentive stock options under the offer is a "modification" of your incentive stock options, even though you have not exchanged the options. A successful assertion by the IRS that an option is modified could extend the option's holding period to qualify for favorable tax treatment and cause a portion of the incentive stock option to be treated as a nonqualified stock option.

Foreign Income Tax Consequences of Non-Incentive Stock Options. If you are subject to tax in a jurisdiction other than the United States, the foreign tax consequences of non-incentive stock options may vary depending upon, among other things, the jurisdiction in which you are subject to tax and your particular circumstances. You are responsible for reporting and paying any taxes on your options based upon your country of residence, work location or assignment location.

You are urged to consult your own tax advisor to determine the particular federal, state, provincial, local and/or foreign tax consequences of participating in the offer.

9. Information Concerning CIENA.

CIENA is a leader in the intelligent optical networking equipment market. We offer a portfolio of products for communications service providers worldwide. Our customers include long-distance carriers, competitive and incumbent local exchange carriers, Internet service providers, wireless and wholesale carriers. CIENA offers optical transport and intelligent optical switching systems that enable service providers to provision, manage and deliver high-bandwidth services to their customers. We have pursued a strategy to develop and leverage the power of disruptive technologies to change the fundamental economics of building carrier-class tele- and data-communications networks, thereby providing our customers with a competitive advantage. CIENA's intelligent optical networking products are designed to enable carriers to deliver any time, any size, any priority bandwidth to their customers.

CIENA is incorporated in Delaware. Our principal executive offices are located at 1201 Winterson Road, Linthicum, Maryland 21090, and our telephone number at that address is (410) 865-8500.

Financial Information. The following table sets forth selected consolidated operating and balance sheet data for CIENA. The selected historical statement of operations data for the fiscal years ended October 31, 2000 and 2001 and the selected historical balance sheet data as of October 31, 2000 and 2001, have been derived from the audited consolidated financial statements included in our annual report on Form 10-K for the fiscal year ended October 31, 2001. The selected historical statement of operations data for the three months ended January 31, 2001 and 2002, which are included in our quarterly report on Form 10-Q for the quarters ended January 31, 2001 and 2002, are unaudited, but include, in the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of such data. The information presented below should be read together with our consolidated financial statements and related notes. We have presented the following data in thousands, except per share amounts.

Balance Sheet Data:

	Year Ended October 31,		Three Months Ended January 31,	
	2000	2001	2001	2002
Cash and cash equivalents	$ 143,187	$ 397,890	$ 176 ,725	$ 472,533
Working capital	639,675	1,936,707	724,025	1,653,035
Total assets	1,027,201	3,317,301	1,167,152	3,218,778
Long-term obligations, excluding current portion	4,882	869,865	4,986	713,724
Stockholders' equity	$ 809,835	$2,128,982	$ 921,861	$2,068,365

Statement of Operations Data:

	Year Ended October 31,		Three Months Ended January 31,	
	2000	2001	2001	2002
Revenue	$858,750	$ 1,603,229	$351,989	$ 162,156
Cost of goods sold	477,393	904,549	191,837	139,687
Gross profit	381,357	698,680	160,152	22,469
Operating expenses:				
Research and development (exclusive of $0, $17,825, $0 and $3,951 deferred stock compensation costs)	125,434	235,831	42,504	64,756
Selling and marketing (exclusive of $0, $8,336, $0 and $956 deferred stock compensation costs)	90,922	146,949	29,636	37,600
General and administrative (exclusive of $40, $15,206, $0, and $227 deferred stock compensation costs)	33,960	57,865	11,145	13,655
Settlement of accrued contract obligation	(8,538)	—	—	—
Deferred stock compensation costs	40	41,367	—	5,134
Amortization of goodwill	3,197	177,786	898	—
Amortization of intangible assets	438	4,413	109	1,813
In-process research and development	—	45,900	—	—
Restructuring costs	—	15,439	—	6,828
Goodwill impairment	—	1,719,426	—	—
Provision for doubtful accounts	28,010	(6,579)	—	—
Total operating expenses	273,463	2,438,397	84,292	129,786
Income (loss) from operations	107,894	(1,739,717)	75,860	(107,317)
Other income (expense), net	12,680	32,988	4,209	361
Income (loss) before income taxes	120,574	(1,706,729)	80,069	(106,956)
Provision (benefit) for income taxes	39,187	87,333	26,823	(36,365)
Net income (loss)	$ 81,387	$(1,794,062)	$ 53,246	$ (70,591)
Basic net income (loss) per common share	$ 0.29	$ (5.75)	$ 0.19	$ (0.22)
Diluted net income (loss) per common and dilutive potential common share	$ 0.27	$ (5.75)	$ 0.18	$ (0.22)
Weighted average basic common shares outstanding	281,621	311,815	287,001	327,620
Weighted average basic common and dilutive potential common shares outstanding	299,662	311,815	300,956	327,620

10. Interests of Directors and Officers; Transactions and Arrangements Concerning the Options.

As of December 31, 2001, our executive officers and directors (14 persons) as a group beneficially owned options outstanding under the Plans to purchase a total of 8,456,461 shares of our common stock, which represented approximately 18.13% of the shares subject to all options outstanding under the Plans as of that date. None of these individuals are eligible to participate in the offer. Please see the additional proxy soliciting materials for our 2002 annual meeting of stockholders, filed with the Securities and Exchange Commission on February 8, 2002, for information regarding the amount of securities beneficially owned by our executive officers and directors as of December 31, 2001.

Except for purchases of our common stock in the ordinary course under the Plans and our 1999 Employee Stock Purchase Plan, except for grants of stock options made in the ordinary course under our stock option plans to our board of directors and employees who are not executive officers, and except for the grants of stock options under the 1994 Plan to the executive officers set forth below, there have been no transactions involving either options to purchase our common stock under the Plans or in our common stock which were effected during the past 60 days by us or, to our knowledge, by any of our executive officers, directors, affiliates or subsidiaries.

Name	Date of Grant	Exercise Price	Amount
Stephen B. Alexander	March 12, 2002	$10.29	375,000
Steve W. Chaddick	March 12, 2002	$10.29	250,000
Joseph R. Chinnici	March 12, 2002	$10.29	250,000
Michael O. McCarthy III	March 12, 2002	$10.29	375,000
Andrew C. Petrik	March 12, 2002	$10.29	125,000
Gary B. Smith	March 12, 2002	$10.29	700,000
Russell B. Stevenson, Jr.	March 12, 2002	$10.29	125,000

11. Status of Options Acquired by Us in the Offer; Accounting Consequences of the Offer.

Options we acquire pursuant to the offer will be canceled and the shares of common stock subject to those options will be returned to the pool of shares available for grants of new options under the Plans and for issuance upon the exercise of such new options. To the extent such shares are not fully reserved for issuance upon exercise of the new options to be granted in connection with the offer, the shares will be available for future awards to employees and other eligible plan participants without further stockholder action, except as required by applicable law or the rules of the Nasdaq National Market or any other securities quotation system or any stock exchange on which our common stock is then quoted or listed.

We believe that CIENA will not incur any compensation expense solely as a result of the transactions contemplated by the offer because:

- we will not grant any new options until a business day that is at least six months and one day after the date that we accept and cancel options tendered for exchange;

- we will not have issued any options in the six months prior to the commencement of the offer, with an exercise price lower than the lowest exercise price of any other options tendered, that remain untendered; and

- the exercise price of all new options will equal the closing price of the common stock on the Nasdaq National Market on the business day immediately preceding the date on which we grant the new options.

We do not intend to grant any options to tendering option holders before the scheduled new option grant date. However, if we grant any options before that date to any tendering option holder, we may incur compensation expense if those options have an exercise price which is lower than the exercise price of any options tendered in the offer. Our grant of those options to the tendering option holder would be treated for financial reporting purposes as a variable award to the extent that the number of shares subject to the newly granted options is equal to or less than the number of the option holder's tendered option shares. In this event, we would be required to record as compensation expense the amount by which the market value of the shares subject to the newly granted options exceeds the exercise price of those shares. This compensation expense would accrue as a charge to CIENA's earnings over the period until the newly granted options are exercised or expire. We would adjust this compensation expense periodically during the period through exercise or expiration based on increases or decreases in the market value of the shares subject to the newly granted options.

12. Legal Matters; Regulatory Approvals.

We are not aware of any license or regulatory permit that appears to be material to our business that might be adversely affected by our exchange of options and issuance of new options as contemplated by the offer, or of any approval or other action by any government or governmental, administrative or regulatory authority or agency, domestic or foreign, that would be required for the acquisition or ownership of our options as contemplated herein. Should any such approval or other action be required, we presently contemplate that we will seek such approval or take such other action. We are unable to predict whether we may determine that we are required to delay the acceptance of options for exchange pending the outcome of any such matter. We cannot assure you that any such approval or other action, if needed, would be obtained or would be obtained without substantial conditions or that the failure to obtain any such approval or other action might not result in adverse consequences to our business. Our obligation under the offer to accept tendered options for exchange and to issue new options for tendered options is subject to conditions, including the conditions described in section 6.

13. Material Federal Income Tax Consequences.

U.S. Federal Income Tax Consequences. The following is a general summary of the material U.S. federal income tax consequences of the exchange of options pursuant to the offer. This discussion is based on the Internal Revenue Code, its legislative history, Treasury regulations thereunder and administrative and judicial interpretations thereof as of the date of the offer, all of which are subject to change, possibly on a retroactive basis. This summary does not discuss all of the tax consequences that may be relevant to you in light of your particular circumstances, nor is it intended to be applicable in all respects to all categories of option holders.

The option holders who exchange outstanding options for new options will not be required under current law to recognize income for U.S. federal income tax purposes at the time of the exchange. We believe that the exchange will be treated as a non-taxable exchange.

At the date of grant of the new options, the option holders will not be required under current law to recognize additional income for U.S. federal income tax purposes. The grant of options is not recognized as taxable income.

We do not believe that our offer will change the tax treatment of your eligible incentive stock options if you do not accept this offer. However, if you choose not to accept the offer, it is possible that the Internal Revenue Service would decide that your right to exchange your incentive stock options under the offer is a "modification" of your incentive stock options, even though you have not exchanged the options. A successful assertion by the IRS that an option is modified could extend the option's holding period to qualify for favorable tax treatment and cause a portion of the incentive stock option to be treated as a nonqualified stock option.

Foreign Income Tax Consequences. If you are subject to tax in a jurisdiction other than the United States, you may be taxed on either the exchange of your options for new options or the grant of new options. The foreign tax consequences of this exchange offer may vary depending upon, among other things, the jurisdiction in which you are subject to tax and your particular circumstances. You are responsible for reporting and paying any taxes on your options based upon your country of residence, work location or assignment location. You are urged to consult your own tax advisor to determine the particular foreign tax consequences of participating in the offer.

14. Extension of Offer; Termination; Amendment.

We expressly reserve the right, in our discretion, at any time and from time to time, and regardless of whether or not any event set forth in section 6 has occurred or is deemed by us to have occurred, to extend the period of time during which the offer is open and thereby delay the acceptance for exchange of any options by giving oral or written notice of such extension to the option holders and making a public announcement thereof.

We also expressly reserve the right, in our reasonable judgment, prior to the expiration date, to terminate or amend the offer and to postpone our acceptance and cancellation of any options tendered for exchange upon the occurrence of any of the conditions specified in section 6, by giving oral or written notice of such termination or postponement to the option holders and making a public announcement thereof. Our reservation of the right to delay our acceptance and cancellation of options tendered for exchange is limited by Rule 13e-4(f)(5) under the Exchange Act, which requires that we must pay the consideration offered or return the options tendered promptly after termination or withdrawal of a tender offer.

Subject to compliance with applicable law, we further reserve the right, in our discretion, and regardless of whether any event set forth in section 6 has occurred or is deemed by us to have occurred, to amend the offer in any respect, including, without limitation, by decreasing or increasing the consideration offered in the offer to option holders or by decreasing or increasing the number of options being sought in the offer.

Amendments to the offer may be made at any time and from time to time by public announcement of the amendment. In the case of an extension, the amendment must be issued no later than 9:00 a.m., Eastern Daylight time, on the next business day after the last previously scheduled or announced expiration date. Any public announcement made pursuant to the offer will be disseminated promptly to option holders in a manner reasonably designated to inform option holders of such change. Without limiting the manner in which we may choose to make a public announcement, except as required by applicable law, we have no obligation to publish, advertise or otherwise communicate any such public announcement other than by making a press release to the Dow Jones News Service.

If we materially change the terms of the offer or the information concerning the offer, or if we waive a material condition of the offer, we will extend the offer to the extent required by Rules 13e-4(d)(2) and 13e-4(e)(3) under the Exchange Act. These rules require that the minimum period during which an offer must remain open following material changes in the terms of the offer or information concerning the offer, other than a change in price or a change in percentage of securities sought, will depend on the facts and circumstances, including the relative materiality of such terms or information. If we decide to take any of the following actions, we will publish notice of such action and extend the offer for a period of ten business days after the date of such publication:

(a) (1) we increase or decrease the amount of consideration offered for the options; or

(2) we decrease the number of options eligible to be tendered in the offer; and

(b) the offer is scheduled to expire at any time earlier than the expiration of a period ending on the tenth business day from, and including, the date that notice of such increase or decrease is first published, sent or given in the manner specified in this section 14.

15. Fees and Expenses.

We will not pay any fees or commissions to any broker, dealer or other person for soliciting tenders of options pursuant to this offer to exchange.

16. Additional Information.

We have filed with the SEC a Tender Offer Statement on Schedule TO, of which this offer to exchange is a part, with respect to the offer. This offer to exchange does not contain all of the information contained in the Schedule TO and the exhibits to the Schedule TO. We recommend that you review the Schedule TO, including its exhibits, and the following materials which we have filed with the SEC before making a decision on whether to tender your options:

1. our annual report on Form 10-K for our fiscal year ended October 31, 2001, filed with the SEC on December 13, 2001, including the information incorporated by reference in the Form 10-K from our definitive proxy statement for our 2002 annual meeting of stockholders, filed with the SEC on February 1, 2002 and additional proxy soliciting materials filed with the SEC on February 8, 2002;

2. our quarterly report on Form 10-Q for our fiscal quarter ended January 31, 2002, filed with the SEC on February 21, 2002;

3. our current reports on Forms 8-K filed with the SEC on March 26, 2002, February 19, 2002, and February 5, 2002;

4. the description of our common stock included in our registration statement on Form 8-A, filed with the SEC on January 13, 1997, including any amendments or reported we file for the purpose of updating that description; and

4. All documents subsequently filed by us, during the pendency of the offer to exchange pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this prospectus and before the expiration date.

The SEC file number for these filings is 000-21969. These filings, our other annual, quarterly and current reports, our proxy statements and our other SEC filings may be examined, and copies may be obtained, at the following SEC public reference rooms:

450 Fifth Street, N.W. Room 1024 Washington, D.C. 20549	500 West Madison Street Suite 1400 Chicago, Illinois 60661

You may obtain information on the operation of the public reference rooms by calling the SEC at 1-800-SEC-0330.

Our SEC filings are also available to the public on the SEC's Internet site at http://www.sec.gov, and through a link on our own Internet site at http://www.ciena.com.

Our common stock is quoted on the Nasdaq National Market under the symbol "CIEN," and our SEC filings can be read at the following Nasdaq address:

Nasdaq Operations
1735 K Street, N.W.
Washington, D.C. 20006

We will also provide without charge to each person to whom a copy of this offer to exchange is delivered, upon the written or oral request of any such person, a copy of any or all of the documents to which we have referred you, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference into such documents). Requests should be directed to:

CIENA Corporation
1201 Winterson Road
Linthicum, Maryland 21090
Attn: Stock Administration

or by telephoning us at (410) 981-7377 between the hours of 9:00 a.m. and 5:00 p.m., Linthicum, Maryland local time.

As you read the foregoing documents, you may find some inconsistencies in information from one document to another. If you find inconsistencies between the documents, or between a document and this offer to exchange, you should rely on the statements made in the most recent document.

The information contained in this offer to exchange about CIENA Corporation should be read together with the information contained in the documents to which we have referred you.

17. Miscellaneous.

This offer to exchange and the SEC reports we refer to above include "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act. When used in this offer to exchange and such SEC reports, words such as "anticipate," "believe," "estimate," "expect," "intend" and "plan" as they relate to CIENA or our management are intended to identify these forward-looking statements. All statements by us regarding our expected future financial position and operating results, our business strategy, our financing plans and expected capital requirements, forecasted trends relating to our services or the markets in which we operate and similar matters are forward-looking statements. Sections 27A(b)(2)(C) of the Securities Act and 21E(b)(2)(C) of the Securities Exchange Act expressly state that the safe harbor for forward-looking statements does not apply to statements made in connection with a tender offer such as this offer to exchange. The documents filed by CIENA Corporation with the SEC, including our annual report on Form 10-K for our fiscal year ended October 31, 2001, filed with the SEC on December 13, 2001, discuss some of the risks that could cause our actual results to differ from those contained or implied in the forward-looking statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

We are not aware of any jurisdiction where the making of the offer is not in compliance with applicable law. If we become aware of any jurisdiction where the making of the offer is not in compliance with any valid applicable law, we will make a good faith effort to comply with such law. If, after such good faith effort, we cannot comply with such law, the offer will not be made to, nor will tenders be accepted from or on behalf of, the option holders residing in such jurisdiction.

We have not authorized any person to make any recommendation on our behalf as to whether you should tender or refrain from tendering your options pursuant to the offer. You should rely only on the information contained in this document or to which we have referred you. We have not authorized anyone to give you any information or to make any representations in connection with the offer other than the information and representations contained in this document or in the related letter of transmittal. If anyone makes any recommendation or representation to you or gives you any information, you must not rely upon that recommendation, representation or information as having been authorized by us.

CIENA Corporation April 17, 2002

SCHEDULE A

INFORMATION CONCERNING
THE DIRECTORS AND EXECUTIVE OFFICERS
OF CIENA CORPORATION

The directors and executive officers of CIENA Corporation and their positions and offices as of April 17, 2002 are set forth in the following table:

Name	Position and Offices Held
Patrick H. Nettles, Ph.D.	Executive Chairman of the Board of Directors
Gary B. Smith	President, Chief Executive Officer and Director
Stephen B. Alexander	Senior Vice President, Chief Technology Officer
Steve W. Chaddick	Senior Vice President, Systems and Technology and Chief Strategy Officer
Joseph R. Chinnici	Senior Vice President, Finance and Chief Financial Officer
Michael O. McCarthy III	Senior Vice President, Worldwide Sales and Support
Russell B. Stevenson, Jr.	Senior Vice President, General Counsel and Secretary
Andrew C. Petrik	Vice President, Controller and Treasurer
Stephen P. Bradley, Ph.D.	Director
Harvey B. Cash	Director
Don H. Davis, Jr.	Director
John R. Dillon	Director
Lawton W. Fitt	Director
Judith M. O’Brien	Director
Gerald H. Taylor	Director

The address of each director and executive officer is: c/o CIENA Corporation, 1201 Winterson Road, Linthicum, Maryland 21090

OFFER TO EXCHANGE
OUTSTANDING OPTIONS HELD BY ELIGIBLE EMPLOYEES UNDER
THE ELIGIBLE STOCK OPTION PLANS
OF
CIENA CORPORATION

Any questions or requests for assistance or additional copies of any documents referred to in the offer to exchange may be directed to Stock Administration, CIENA Corporation, 1201 Winterson Road, Linthicum, Maryland 21090 (telephone: (410) 981-7377) (facsimile: (410) 865-8968) (e-mail: options@ciena.com).

April 17, 2002

Exhibit (a)(2)

LETTER OF TRANSMITTAL
TO TENDER OPTIONS TO PURCHASE SHARES OF COMMON STOCK HAVING AN EXERCISE PRICE GREATER THAN $12 PER SHARE UNDER THE ELIGIBLE OPTION PLANS

Pursuant to the Offer to Exchange Dated April 17, 2002

THE OFFER AND WITHDRAWAL RIGHTS EXPIRE AT 5:00 P.M., EASTERN DAYLIGHT TIME, ON FRIDAY, MAY 17, 2002, UNLESS THE OFFER IS EXTENDED.

To:
Stock Administration
CIENA Corporation
1201 Winterson Road
Linthicum, Maryland 21090
Telephone: (410) 981-7377
Facsimile: (410) 865-8968
E-mail: options@ciena.com

Delivery of this letter of transmittal to an address other than as set forth above or transmission via facsimile to a number other than as set forth above will not constitute a valid delivery.

Pursuant to the terms and subject to the conditions of the Offer to Exchange dated April 17, 2002 and this Letter of Transmittal, I hereby tender the following options to purchase shares of common stock, par value $.01 per share (the “Option Shares”), outstanding under the CIENA Corporation Third Amended and Restated 1994 Stock Option Plan, the CIENA Corporation 1999 Non-Officer Stock Option Plan, or the Cyras Systems, Inc. 1998 Stock Plan, which have an exercise price greater than $12 per share (to validly tender such options or portions thereof you must complete the following table according to instruction 2 on page 5 of this Letter of Transmittal):

Grant Date of Option(1)	Exercise Price of Option	Number of Option Shares to be Tendered (must be all remaining Option Shares subject to Option)

(1) List each option on a separate line even if more than one option was issued on the same grant date. If you tender any option, you must tender all options issued as part of the same grant. If you previously exercised a portion of an option, list the remaining option shares.

To CIENA Corporation:

I acknowledge receipt of the Offer to Exchange dated April 17, 2002 (the “Offer to Exchange”) which, together with this Letter of Transmittal (this “Letter”), as they may be amended from time to time, constitutes the “Offer.” Upon the terms and subject to the conditions set forth in the Offer, I hereby tender to CIENA Corporation (the “Company”) the options to purchase shares of common stock, par value $.01 per share, of the Company specified in the table on page 1 of this Letter (the “Options”), in exchange for new options, to be issued to me as described in the Offer (the “New Options”). With respect to Options granted under the Company’s Third Amended and Restated 1994 Stock Option Plan and the Company’s 1999 Non-Officer Stock Option Plan (the “1999 Plan”), the New Options will be subject to the terms of the 1999 Plan and to a new grant letter to be issued by the Company to me under the 1999 Plan. With respect to Options granted under the Cyras Systems, Inc. 1998 Stock Plan (the “Cyras Plan”), the New Options will be subject to the terms of the Cyras Plan and to a new grant letter to be issued by the Company to me under the Cyras Plan.

Subject to, and effective upon, the Company’s acceptance for exchange of the Options tendered herewith, I hereby transfer to the Company all right, title and interest in and to all of the Options that I am tendering hereby. I acknowledge that the Company has advised me to consult with my own advisors as to the consequences of participating or not participating in the Offer. I agree that this Letter is an amendment to the option agreement or agreements and grant letter or letters to which the Option Shares I am tendering hereby are subject.

I represent and warrant that I have full power and authority to tender the Options tendered hereby and that, when and to the extent such Options are accepted for exchange by the Company, such Options will be free and clear of all security interests, liens, restrictions, charges, encumbrances, conditional sales agreements or other obligations relating to the sale or transfer thereof, other than pursuant to the applicable Plan, the applicable option agreement and the applicable grant letter, and such Options will not be subject to any adverse claims. Upon request, I will execute and deliver any additional documents deemed by the Company to be necessary or desirable to complete the exchange of the Options I am tendering hereby.

All authority herein conferred or agreed to be conferred shall not be affected by, and shall survive, my death or incapacity, and all of my obligations hereunder shall be binding upon my heirs, personal representatives, successors and assigns. Except as stated in the Offer, this tender is irrevocable.

By execution hereof, I understand that tenders of Options pursuant to the procedure described in Section 3 of the Offer to Exchange and in the instructions to this Letter will constitute my acceptance of the terms and conditions of the Offer. The Company’s acceptance for exchange of Options tendered pursuant to the Offer will constitute a binding agreement between the Company and me upon the terms and subject to the conditions of the Offer.

I acknowledge that the New Options that I will receive (1) will not be granted until on or about the first business day that is at least six months and one day after the date the Options tendered hereby are accepted for exchange and canceled and (2) will be subject to the terms, vesting schedule and other conditions set forth in a new grant letter under either the 1999 Plan or the Cyras Plan, as applicable, that will be transmitted to me in connection with the grant of the New Options. I also acknowledge that my employment with the Company or one of its subsidiaries is on an at-will basis. I further acknowledge that, in order to receive new options, I must be an employee of the Company or one of its subsidiaries from the date I tender Options through and including the date the New Options are granted and must otherwise be eligible under either the 1999 Plan or the Cyras Plan on the date the New Options are granted. I further acknowledge that, if I do not remain an employee, I will not receive any New Options or any other consideration for the Options that I tender and that are accepted for exchange pursuant to the Offer.

I acknowledge that it is possible that, before new options are granted, the Company might enter into an agreement for a merger, consolidation or reorganization in which the

Company is not the surviving entity. I further acknowledge that, as a term and condition of the Offer, the Company has reserved the right, in the event of any transaction described in the preceding sentence, to take any actions the Company deems necessary or appropriate to complete a transaction that its board of directors believes is in the best interest of the Company and its stockholders, including terminating my right to receive new options under the Offer.

The name and social security number of the registered holder of the Options tendered hereby appear below exactly as they appear on the option agreement or agreements or grant letter or letters representing such Options. By completing the table on page 1 of this Letter, I have indicated the Options I am tendering. In the appropriate boxes of the table, I have listed for each Option the grant date, the exercise price, and the number of Option Shares subject to the Options I am tendering. I understand that I may tender all or a portion of my options outstanding under the Plans having an exercise price greater than $12 per share upon the terms and subject to the conditions of the Offer and that I am not required to tender any of such options in the Offer. I also understand that all of such Options properly tendered prior to the "Expiration Date" (as defined in the following sentence) and not properly withdrawn will be exchanged for new options, upon the terms and subject to the conditions of the Offer, including the conditions described in Sections 1 and 6 of the Offer to Exchange. The term "Expiration Date" means 5:00 p.m., Eastern Daylight time, on May 17, 2002, unless and until the Company, in its discretion, has extended the period of time during which the Offer will remain open, in which event the term "Expiration Date" refers to the latest time and date at which the Offer, as so extended, expires.

I recognize that, under certain circumstances set forth in the Offer to Exchange, the Company may terminate or amend the Offer and postpone its acceptance and cancellation of any Options tendered for exchange. In any such event, I understand that the Options delivered herewith but not accepted for exchange will be returned to me at the address indicated below.

The Offer is not being made to (nor will tenders of Options be accepted from or on behalf of) holders in any jurisdiction in which the making or acceptance of the Offer would not be in compliance with the laws of such jurisdiction.

All capitalized terms used in this Letter but not defined shall have the meaning given to them in the Offer to Exchange.

I have read, understand and agree to all of the terms and conditions of the Offer.

HOLDER PLEASE SIGN HERE
(See Instructions 1 and 3)

You must complete and sign the following exactly as your name appears on the option agreement or agreements or grant letter or letters evidencing the Options you are tendering. If the signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or another person acting in a fiduciary or representative capacity, please set forth the signer's full title and include with this Letter proper evidence of the authority of such person to act in such capacity.

==

SIGNATURE OF OWNER

X

____
(Signature of Holder or Authorized Signatory)

Date: __________, ____ 2002

Name: ____

____
(Please Print)

Capacity:____

Address: ____

____
(Please include ZIP code)

Telephone No. (with area code): ____

Tax ID/ Social Security No.:

____

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INSTRUCTIONS

FORMING PART OF THE TERMS AND CONDITIONS OF THE OFFER

1. *Delivery of Letter of Transmittal.* A properly completed and duly executed original of this Letter (or a facsimile thereof), and any other documents required by this Letter, must be received by the Company at its address set forth on the front cover of this Letter on or before the Expiration Date.

The method by which you deliver any required documents is at your option and risk, and the delivery will be deemed made only when actually received by the Company. The Company recommends that you either deliver the letter by hand to the Human Resources office nearest you or, if that is not practical, that you send the documents by registered mail with return receipt requested. In all cases, you should allow sufficient time to ensure timely delivery.

Tenders of Options made pursuant to the Offer may be withdrawn at any time prior to the Expiration Date. If the Offer is extended by the Company beyond that time, you may withdraw your tendered Options at any time until the extended expiration of the Offer. In addition, unless the Company accepts your tendered Options before 12:00 midnight, Eastern Daylight time, on June 13, 2002, you may withdraw your tendered Options at any time after June 13, 2002. To withdraw tendered Options, you must deliver a written notice of withdrawal, or a facsimile thereof, with the required information to the Company while you still have the right to withdraw the tendered Options. Withdrawals may not be rescinded and any Options withdrawn will thereafter be deemed not properly tendered for purposes of the Offer unless such withdrawn Options are properly re-tendered prior to the Expiration Date by following the procedures described above.

The Company will not accept any alternative, conditional or contingent tenders. All tendering option holders, by execution of this Letter (or a facsimile of it), waive any right to receive any notice of the acceptance of their tender, except as provided for in the Offer to Exchange.

2. *Tenders.* If you intend to tender options pursuant the Offer, you must complete the table on page 1 of this Letter by providing the following information for each Option that you intend to tender: grant date, exercise price and number of shares subject to the Options you are tendering. All of this information regarding each option that is eligible for exchange has been provided to you by the Company in a separate document. You may tender all, none or a portion of your options. If you tender any option, you must tender all options issued on the same grant date.

3. *Signatures on Letter of Transmittal.* If this Letter is signed by the holder of the Options, the signature must correspond with the name as written on the face of the option agreement or agreements or grant letter or letters to which the Options are subject without alteration, enlargement or any change whatsoever.

If this Letter is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, such person should so indicate when signing, and proper evidence satisfactory to the Company of the authority of such person so to act must be submitted with this Letter.

4. *Requests for Assistance or Additional Copies.* Any questions or requests for assistance, as well as requests for additional copies or paper copies of the Offer to Exchange or

this Letter may be directed to Stock Administration, at the address and telephone number given on the front cover of this Letter. Copies will be furnished promptly at the Company's expense.

5. *Irregularities.* All questions as to the validity, form, eligibility (including time of receipt) and acceptance for exchange of any tender of Options will be determined by the Company in its discretion, which determinations shall be final and binding on all parties. The Company reserves the right to reject any or all tenders of Options the Company determines not to be in proper form or the acceptance of which may, in the opinion of the Company's counsel, be unlawful. The Company also reserves the right to waive any of the conditions of the Offer and any defect or irregularity in the tender of any particular Options, and the Company's interpretation of the terms of the Offer (including these instructions) will be final and binding on all parties. No tender of Options will be deemed to be properly made until all defects and irregularities have been cured or waived. Unless waived, any defects or irregularities in connection with tenders must be cured within such time as the Company shall determine. Neither the Company nor any other person is or will be obligated to give notice of any defects or irregularities in tenders, and no person will incur any liability for failure to give any such notice.

Important: This letter (or a facsimile copy thereof) together with all other required documents must be received by the Company on or prior to the Expiration Date.

6. *Important Tax Information.* You should refer to Section 13 of the Offer to Exchange, which contains important tax information.

Exhibit (a)(3)

CIENA

April 17, 2002

Due to today's difficult market conditions, many of our employees hold stock options with an exercise price that significantly exceeds the market price of our common stock. Because our board of directors recognizes that CIENA's option plans may not currently be providing performance incentives for all of its valued employees, the board has considered a number of ways to provide its employees with the benefit of options that over time may have a greater potential to increase in value.

As a result, I am happy to announce an option exchange program. This program will allow eligible CIENA employees to exchange options that exceed the current market price of our common stock for new options to be issued at a later date. The key aspects of the program are as follows:

- This is a voluntary program, and it is your decision whether to participate.

- Any stock option granted to an eligible employee under CIENA's Third Amended and Restated 1994 Stock Option Plan or 1999 Non-Officer Stock Option Plan, or the Cyras Systems, Inc. 1998 Stock Plan (together, the "Plans") with an exercise price greater than $12 per share is eligible to participate in the exchange.

- All current employees who hold options under the Plans are eligible to participate in the exchange, **with the exception of**:

  (i) our employees located outside of the United States who are not on the payroll of either CIENA Corporation or CIENA Communications, Inc.,
  (ii) our board of directors,
  (iii) our officers who are now, or were previously, required to file reports under Section 16 of the Securities Exchange Act of 1934, as amended, and
  (iv) our independent contractors and other option holders who are not employees.

- New options will be issued on or about six months and one day after your exchanged options are canceled.

- The exercise price of the new options will be equal to the closing market price of our common stock on the business day immediately preceding the date we grant the new options.

- With respect to most options, for every option to purchase two option shares we accept for exchange, we will grant an option to purchase one option share. With respect to options granted after October 16, 2001, for every option to purchase one option share we accept for exchange, we will grant an option to purchase one option share.

- With respect to most options, the new options will vest on a different schedule – they will begin vesting immediately in equal monthly installments over three years. With respect to options granted after October 16, 2001, the new options will continue to vest on the same schedule as the options they replace (i.e., vesting over four years, with 25% vesting on the first anniversary of the date of grant, and monthly vesting thereafter).

- Employees will have a limited window of about one month in which to participate in the program. Once the window closes, the program will not be reopened to accommodate late employee participation.

All eligible employees will receive via e-mail today a package that describes the option exchange program. During the week of April 22, 2002, we will hold a series of workshops and conference calls to answer any questions employees may have about the program. You will have until Friday, May 17, 2002, to review the program materials and turn in all necessary paperwork.

Below is a calendar highlighting the key dates in the exchange program:

DATE	ACTION
April 17, 2002	Offer period begins. All eligible options holders receive program materials by e-mail and mail.
Week of April 22, 2002	Workshops and conference calls held on exchange program. Representatives from Human Resources and Stock Administration will be available to present the program and answer questions.
May 17, 2002	Offer period ends. All materials due to Stock Administration.
Week of May 20, 2002	Confirmation letter sent to tendering option holders (via e-mail)
Late November 2002	New options issued at an exercise price equal to the closing price of CIENA's stock on the business day immediately preceding the date of the new options

Although our board of directors has approved this option exchange program, neither we nor our board of directors makes any recommendation as to whether you should exchange or refrain from exchanging your options. We have not authorized any person to make any recommendation on our behalf as to whether you should participate in the program. You must make your own decision whether to exchange your options.

While I am certain many of you will have questions regarding the exchange program, I encourage you to delay your questions until the workshops and conference calls next week. However, if you have questions that cannot wait until the call, please contact Stock Administration at (410) 981-7377 or via e-mail at options@ciena.com.

Regards,

Gary B. Smith
President and CEO

Exhibit (a)(4)

CIENA

April 17, 2002

RE: IMPORTANT — Your personal information on how to exchange your options

As I informed you this morning, CIENA is offering its eligible employees an exchange program for any outstanding options under our Third Amended and Restated 1994 Stock Option Plan and 1999 Non-Officer Stock Option Plan, and the Cyras Systems, Inc. 1998 Stock Plan, that have an exercise price greater than $12 per share. The options you voluntarily elect to exchange will be canceled and new options will be granted under the program.

IMPORTANT DOCUMENTS TO REVIEW:

This e-mail summarizes some of the key terms of the program. ATTACHED ARE TWO IMPORTANT DOCUMENTS YOU NEED TO REVIEW CAREFULLY BEFORE YOU DECIDE WHETHER TO PARTICIPATE.

- The first document (Offer Exchange.pdf) is CIENA's official offer to exchange and details all of the terms and conditions of the program.
- The second document (Letter Transmittal.pdf) is the document that you will need to complete, sign and return to CIENA Stock Administration by May 17, 2002 in order to exchange your options.

Within the next few days, you will also receive by mail a third document, which provides the details regarding your specific option grants that are eligible for exchange under the program.

IMPORTANT FACTS ABOUT THE PROGRAM:

- The offer to exchange your options is scheduled to expire at 5:00 p.m. Eastern Daylight time, on Friday, May 17, 2002. If you wish to exchange any of your existing options, you must submit to CIENA the required documentation by that date.
- You have the right to choose not to exchange any of your options. If you decide not to exchange any options, you don't have to take any action.
- You may tender (surrender) all or a portion of these options to CIENA in exchange for new options. If you wish to exchange some, but not all, of the options you now hold, you must tender to CIENA all of the existing options you received on any particular grant date (for example, you may not exchange only half of the options received on the same grant date).
- Except with respect to options granted after October 16, 2001 and tendered for exchange, we will grant an option for one option share for every two option shares that the Company accepted for exchange. Therefore, if your options have been properly tendered and accepted for exchange, you will be entitled to receive a new option to purchase half the total number of shares of our common stock that are subject to the options that you tender, subject to adjustments for any stock splits, stock dividends and

similar events. Notwithstanding the foregoing, if you tender an option that was granted after October 16, 2001, we will grant you a new option to purchase the same number of shares subject to the tendered option, subject to adjustments for any stock splits, stock dividends and similar events.

- We will grant the new options on or about the first business day which is at least six months and one day following the date we accept and cancel the tendered options. If we accept and cancel the tendered options on May 17, 2002 as currently scheduled, we will grant the new options on or about November 18, 2002.

- The exercise price of all new options will be equal to the closing price of our common stock on the Nasdaq National Market on the business day immediately preceding the date we grant the new options. Except with respect to options granted after October 16, 2001 and tendered for exchange, the new options will vest on a different schedule than the options tendered for exchange; specifically, the new options will commence vesting immediately and will vest in equal monthly installments over three years. In addition, these new options will not provide for any guaranteed 12 month acceleration of vesting upon a change of control of CIENA. With respect to options granted after October 16, 2001, the new options will continue to vest on the same schedule as the options they replace, and will retain the guaranteed 12 month acceleration of vesting upon a change of control of CIENA. The new options, regardless of when the original options were granted, may not be exercised for the first six months after the new grant date. Otherwise, the terms and conditions of the new options will be substantially the same as the terms and conditions of your current options.

- In order to receive your new options, you must remain an employee of CIENA Corporation or one of our subsidiaries from the date you tender your existing options until the date we grant the new options. If you do not remain an employee for any reason, you will not receive any new options or any other consideration for the options you tendered to CIENA. Once you have turned in options for exchange, you will not receive replacement options until the new grant date, but you will receive a confirmation letter advising you of the number of option shares that will be subject to your new option.

- The board of directors makes no recommendation as to whether you should tender or refrain from tendering your options in the offer. You must make your own decision concerning whether to tender your options.

- CIENA's offer is being made under the terms and subject to the conditions of the offer to exchange and the related letter of transmittal that accompany this letter. You should carefully read the entire offer to exchange and letter of transmittal before you decide whether to tender all or any portion of your options. A tender of options involves risks that are discussed in the offer to exchange.

HOW TO TENDER OPTIONS:

TO TENDER OPTIONS, YOU MUST PROPERLY COMPLETE AND RETURN TO US THE ATTACHED LETTER OF TRANSMITTAL AS FOLLOWS:

1. complete the table on page 1 by providing the following information for each option that you intend to tender: grant date, exercise price, and the number of option shares subject to options you are tendering (we will be providing information regarding each option eligible for exchange in a third document, which you will receive by mail shortly);

2. complete and sign the box on page 4; and

3. fax or otherwise deliver a hard copy of the completed letter on or before 5:00 p.m., Eastern Daylight time, on Friday, May 17, 2002, to:

CIENA Corporation
1201 Winterson Road
Linthicum, Maryland 21090
Attention: Stock Administration
Facsimile: (410) 865-8968

IF YOU HAVE QUESTIONS:

We will answer any questions you have at the various conference calls or workshops held over the next several days, the details of which will follow.

If you would like to receive paper copies of the offer to exchange and letter of transmittal, please contact CIENA Stock Administration at the above address, by telephone at (410) 981-7377 or via email at options@ciena.com.

Regards,

Gary B. Smith
President and CEO

Attachments

Exhibit (a)(5)

April 17, 2002

Dear CIENA option holder:

The attached schedule sets forth the options that you have received under either the CIENA Corporation Third Amended and Restated 1994 Stock Option Plan, the CIENA Corporation 1999 Non-Officer Stock Option Plan, and/or the Cyras Systems, Inc. 1998 Stock Plan. Only those unexercised options having an exercise price greater than $12 per share are eligible for exchange under our option exchange program. If you wish to participate in the option exchange program and tender any of your eligible options for new options, you should refer to the information in this schedule when completing your letter of transmittal.

The option exchange program is subject to the terms and conditions set forth in the offer to exchange and letter of transmittal that were previously forwarded to you.

If you have any questions regarding your eligible options, please contact Stock Administration at 410-981-7377 or options@ciena.com.

CIENA CORPORATION
STOCK OPTION EXCHANGE PROGRAM
FAQ's

Q: **Why is CIENA offering a Stock Option Exchange Program?**

A: The price of CIENA's stock has been very volatile in the past two years, and many employees hold options that are "underwater" (i.e., the exercise price of the option is greater than the current market value of the stock). Stock options are of little value to CIENA and to its employees if it is unlikely that the options will be "above water" in a reasonable amount of time.

Q: **Do I have to participate in the Stock Option Exchange Program?**

A: No. You may elect to keep the options you have at their current exercise prices.

Q: **How do I know whether I should participate?**

A: Participation is an individual decision. You should take all of the variables into consideration, including the exercise price of the options you hold and your expectation of what CIENA's stock price will be in the future. You may also wish to consult an investment attorney or other certified financial professional to assess whether participation is right for you.

Q: **What if I elect to participate but leave CIENA before shares are reissued in November?**

A: You must be an active employee of CIENA when replacement shares are issued in November in order to receive these shares. Any break in service during this time will render you ineligible to receive replacements for your cancelled shares.

Q: **What if change my mind after I elect to participate?**

A: You may elect to withdraw your election at any time during the election period (April 17, 2002 to May 17, 2002). After the election period ends at

5:00 p.m. Eastern Daylight time on May 17, 2002), you may not elect to withdraw your election.

Q: Who is eligible to participate?

A: Employees in the United States, and non-US based employees who are on payroll of CIENA Corporation or CIENA Communications, Inc., who hold stock options under either the CIENA Corporation Third Amended and Restated 1994 Stock Option Plan, the CIENA Corporation 1999 Non-Officer Stock Option Plan, or the Cyras Systems, Inc. 1998 Stock Plan, with an exercise price of greater than $12 per share are eligible to participate in the program.

Q: Who is not eligible to participate?

A: Non-US based employees who are not on the payroll of CIENA Corporation or CIENA Communications, Inc., independent contractors and other non-employees, members of the Board of Directors, and people who are or were characterized as Section 16 officers under the Securities Exchange Act of 1934, as amended, are not eligible to participate in the program.

Q: Why are non-US based employees ineligible to participate?

A: CIENA currently has operations in sixteen countries outside of the United States, many of which have complex rules regarding stock option programs. The accounting and tax treatment of the options and option exchange program is complex and difficult to administer effectively, and would not necessarily be advantageous to non-US based employees.

Q: What will CIENA do for international employees since they are ineligible to participate?

A: This decision will be made by the Human Resources Committee of the Board of Directors.

Q: What will the vesting and term of the new grant be for options issued on or before October 16, 2001 that are exchanged as part of the Stock Option Exchange Program?

A: Options will vest monthly in equal installments over three years with no guaranteed 12 month acceleration upon change of control. For every two option shares cancelled, you will receive one option share at the market exercise price at the time of reissue.

Q: **What will the vesting and term of the new grant be for options issued after October 16, 2001 that are exchanged as part of the Stock Option Exchange Program?**

A: Options will continue to vest over four years with 25% vesting after the first year and monthly thereafter with guaranteed 12 month acceleration upon change of control. For every one option share cancelled, you will receive one option share at the market exercise price at the time of reissue.

Q: **Why do I have to wait six (6) months to exercise my new options?**

A: Under the Fair Labor Standards Act (FLSA), a company is required to include gains from option exercises in the overtime pay calculation for non-exempt employees unless the options satisfy the applicable exemption under the FLSA. One of the requirements for the FLSA exemption is that options not be exercisable for the first six (6) months after the options are granted. All of the old options satisfied this six month waiting period requirement because the old options did not become vested until one year after the date of their grant dates.

Q: **Why not give another supplemental or special grant to everyone instead?**

A: While a supplemental grant addresses the immediate need to provide incentive to employees, it does not address the issue of “overhang,” which refers to the number of underwater options the employee holds that remain underwater even after the supplemental grant. Since it is unlikely that some of these shares (e.g., shares granted at $130.00) would be exercisable in the foreseeable future, the options would remain in the employee’s name until the term of the options expired or until that person’s employment with CIENA ended. During that time, those options would not be usable by the employee, nor would they be able to be used by CIENA.

Q: **Why do I only get one share for every two shares I exchange for options issued on or before October 16, 2001?**

A: CIENA is offering you the opportunity to realize value for your options, some of which are considerably underwater. The exchange rate is the tradeoff for your participation in the program. CIENA is able to reduce the total number of shares outstanding which is perceived in the market to strengthen the value of CIENA stock. You also get options that are potentially more valuable than what you had before.

Q: **Why do I have to wait six months and one day for the options to be reissued?**

A: The Securities and Exchange Commission (SEC) has strict rules regarding the exchange of stock options. If CIENA did not wait the specified amount of time to issue the new options, the Company would incur a significant accounting charge because of these rules.

Q: **What if the stock price goes up in the next six months?**

A: No one can accurately predict where the price of a given stock will be in six months. Depending on the original exercise price of your options, it is possible that the exercise price six months from now could be higher than your original exercise price. It is left to your judgment which shares you turn in and which shares you keep. Consult your tax advisor for specific investment advice.

Q: **Can I turn in part of a grant for cancellation and reissue?**

A: No. If you decide to turn in any unexercised shares granted on a particular date, you must turn in all unexercised shares granted on that date. For example, if you were granted 250 shares on 4/9/01, you cannot exchange 125 shares and keep 125 shares. All 250 shares would have to be exchanged.

Q: **If I am participating in the Stock Option Exchange Program, what will happen to options that I have received recently?**

A: If you are participating in the Stock Option Exchange Program, any options granted after October 16, 2001 will have to be exchanged and cancelled because they fall within a six month look back period of the commencement of the Stock Option Exchange Program (4/17/02). If you have promotional or other options granted during this period, these shares will be automatically cancelled and reissued at a one-for-one exchange rate on or about November 18, 2002.

Q: **My original options were Incentive Stock Options. Will my new options be Incentive Stock Options?**

A: No. All new options will be Nonqualified Stock Options.

Q: **What if CIENA is acquired by another company before the replacement grants are issued?**

A: If an acquisition did occur, CIENA would make every effort to ensure that the acquirer would be contractually obligated to honor the terms of the Stock Option Exchange Program. While no acquisition of CIENA is currently being planned, acquisitions can occur. Should CIENA be acquired, the new options with three year and monthly vesting in equal installments are not subject to guaranteed 12 month acceleration upon a change of control.

Q: **What about the May and October Semi-Annual Grants that would normally occur during these six months?**

A: While the Stock Option Exchange Program is underway, the May and October semi-annual grants will be suspended for all employees, regardless of their participation in the Stock Option Exchange Program.

Q: **Will there be a make-up for the Semi-Annual Grants not given in May and October in December?**

A: That decision will be made by the Human Resources Committee of the Board of Directors.

Q: **Will new employees be eligible for a new hire grant?**

A: New employees will be eligible to receive a new hire grant. If a new employee joins the Company prior to May 17, 2002, he or she will be eligible to participate in the Stock Option Exchange Program provided that the exercise price of new hire grant is greater than $12 per share. Any new hire after May 17, 2002 will not be eligible to participate in the Stock Option Exchange Program.

Q: **What if I participate in the Stock Option Exchange Program and receive a promotion during the six months and one day waiting period? Will I receive a promotional grant?**

A: If you are promoted during this six month period, you will not receive a promotional grant until tendered options are re-granted on or about November 18, 2002. Promotional option shares that you receive when tendered options are re-granted will have the normal, four-year vesting schedule with 25% vesting in the first year and monthly vesting thereafter and provisions for guaranteed 12 month acceleration upon change of control.

Q: **What if I do not participate in the Stock Option Exchange Program and receive a Promotion during the six months and one day waiting period? Will I receive a promotional grant?**

A: If you do not participate in the Stock Option Exchange Program and are promoted, you will receive your promotional grant at the time of the promotion. The promotional option shares will have the normal, four-year vesting schedule with 25% vesting in the first year and monthly vesting thereafter and provisions for guaranteed 12 month acceleration upon change of control.

Q: **If I decide to participate in the Stock Option Exchange Program, will I have to pay taxes on the exchange?**

A: Under current IRS regulations, we believe that the exchange will be treated as non-taxable for U.S. employees filing in the U.S. As with any significant transaction, however, you should consult your tax advisor to determine the specific tax ramifications of tendering options in this offer.

Q: **Where can I get more information on CIENA's Stock Option Exchange Program?**

A: Beyond the packet of information you will receive by mail, there are several ways to obtain more information on the Stock Option Exchange Program.

1. CIENAnet link
2. Email Stock Option Administration Group at Options@ciena.com
3. Call the Stock Option Administration Group at (410) 981-7377

Exhibit (a)(10)

CIENA

1201 Winterson Road
Linthicum, Maryland 21090, USA

________, 2002

Dear CIENA option holder:

On behalf of CIENA Corporation (the “Company”), I am writing to provide you with the results of the Company’s recent offer to exchange (the “Offer”) outstanding options granted to employees under the Third Amended and Restated 1994 Stock Option Plan (the “1994 Plan”), the 1999 Non-Officer Stock Option Plan (the “1999 Plan,”), and the Cyras Systems, Inc. 1998 Stock Plan, as amended (the “Cyras Plan” and together with the 1994 Plan and the 1999 Plan, the “Plans”) with an exercise price greater than $12 (the “Options”) for new options the Company will grant under either the 1999 Plan or the Cyras Plan, as applicable (the “New Options”). All capitalized terms used in this letter which are not defined herein have the meanings given to those terms in the letter of transmittal accompanying the Company’s offer to exchange dated April 17, 2002.

The Offer expired at 5:00 p.m., Eastern Daylight time, on May 17, 2002. Promptly following the expiration of the Offer and pursuant to the terms and conditions of the Offer, the Company accepted for exchange Options tendered to it for a total of ______shares of common stock and canceled all such Options.

In accordance with the terms and subject to the conditions of the Offer, and except as otherwise set forth herein for Options granted after October 16, 2001, the Company will grant an option for one option share for every two option shares that the Company accepted for exchange. Therefore, if your Options have been properly tendered and accepted for exchange, you will be entitled to receive a New Option to purchase half the total number of shares of our common stock that are subject to the Options that you tender, subject to adjustments for any stock splits, stock dividends and similar events. Notwithstanding the foregoing, if you were required to tender an Option that was granted after October 16, 2001, the Company will grant you a New Option to purchase the same number of shares subject to the tendered Option, subject to adjustments for any stock splits, stock dividends and similar events.

Also in accordance with the terms of the Offer, the terms and conditions of the New Options will be substantially the same as the terms and conditions of the Options you tendered for exchange, except that (i) the exercise price of the New Options will be equal to the closing price of the Company’s common stock on the Nasdaq National Market on the business day immediately preceding the date the Company grants the New Options, (ii) except with respect to Options granted after October 16, 2001 that were tendered and accepted for exchange (for which the New Options will continue to vest on the same schedule as the Options they replace), the New Options will commence vesting immediately and will vest in equal monthly installments over three years, (iii) except with respect to Options granted after October 16, 2001 that were tendered and accepted for exchange, the New Options will not provide for a 12 month acceleration of vesting upon a change of control of CIENA; (iv) the New Options may not be exercised for the first six months after the grant date. The New Options will have a new ten year term, starting on the new grant date and; (v) the New Option will be non-qualified stock options, regardless of whether the Options were incentive stock options.

In accordance with the terms of the Offer, the Company will grant you the New Options on or about November 18, 2002. At that time, as described in the offer to exchange, you will receive a new grant letter executed by the Company.

The following table sets forth information concerning (1) the Options tendered by you and accepted for exchange and canceled by the Company and (2) the total number of shares of common stock to be subject to the New Options to be granted to you in accordance with the terms of the Offer:

Grant Date of Tendered Option	**Exercise Price of Tendered Option**	**Total Number of Options Subject to Tendered Option**	**Total Number of Options to Be Subject to New Option**

In accordance with the terms of the Offer, you must remain an employee of the Company or one of its subsidiaries from the date you tendered Options through the grant date of the New Options in order to receive your New Options. If you do not remain an employee, you will not receive New Options or any other consideration for the Options tendered by you and canceled by the Company.

If you have any questions about your rights in connection with the grant of New Options, please contact Stock Administration at telephone number 410) 981-7377 or via e-mail at options@ciena.com.

Sincerely,

Gary B. Smith
President and CEO