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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of report (Date of earliest event reported): September 20, 2018**

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**Ciena Corporation**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-36250**

(Commission File Number)

**23-2725311**

(IRS Employer Identification No.)

**7035 Ridge Road, Hanover, MD**

(Address of Principal Executive Offices)

**21076**

(Zip Code)

**(410) 694-5700**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## ITEM 8.01 – OTHER EVENTS

On September 20, 2018, Ciena Corporation ("Ciena") delivered to The Bank of New York Mellon Trust Company (the "Trustee"), as trustee for its 4.0% Convertible Senior Notes due 2020 (the "2020 Notes"), an Issuer's Conversion Notice informing holders of the 2020 Notes that Ciena has elected to exercise its option to convert the \$187.5 million principal amount outstanding thereof into shares of Ciena common stock, with such conversion to occur on October 31, 2018 (the "Conversion Date"). In connection with this conversion, Ciena expects to issue approximately 9.2 million shares and the 2020 Notes will thereafter cease to be outstanding. In accordance with the "make-whole" provision of the Indenture dated December 27, 2012 between Ciena and the Trustee governing the 2020 Notes (the "2020 Indenture"), noteholders are also entitled to certain additional shares of Ciena common stock upon conversion. As set forth in the Issuer's Conversion Notice, Ciena has elected to deliver cash in lieu of these additional shares. The amount of cash in lieu of the additional shares will be determined prior to the Conversion Date as set forth in the Issuer's Conversion Notice.

A copy of the Issuer's Conversion Notice provided by Ciena is attached hereto as Exhibit 99.1 and incorporated by reference herein. Investors should read the Issuer's Conversion Notice together with the terms and conditions of the 2020 Indenture previously filed by Ciena as Exhibit 4.1 to its Form 8-K filed with the SEC on December 31, 2012.

## ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS

(d) The following exhibit is being filed herewith:

<u>Exhibit Number</u>	<u>Description of Document</u>
Exhibit 99.1	<a href="#">Ciena Corporation Issuer's Conversion Notice to the Holders of 4.0% Convertible Senior Notes due 2020</a>

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### **Ciena Corporation**

Date: September 20, 2018

By: /S/ David M. Rothenstein

David M. Rothenstein

Senior Vice President, General Counsel and Secretary

**CIENA CORPORATION**  
**ISSUER'S CONVERSION NOTICE**  
**TO HOLDERS OF**  
**4.0% CONVERTIBLE SENIOR NOTES DUE 2020**  
**(CUSIP 171779AK7)**

Reference is hereby made to the Indenture, dated as of December 27, 2012 (the “**Indenture**”), between Ciena Corporation, as issuer (referred to herein as “**we**”, “**us**” and “**Issuer**”) and The Bank of New York Mellon Trust Company, N.A., as trustee (the “**Trustee**”). Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

Section 6.11 of the Indenture provides us the option to convert, in whole or in part, our outstanding 4.0% Convertible Senior Notes due 2020 (the “**2020 Notes**”) into shares of our Common Stock if the Volume Weighted Average Price of the Common Stock has equaled or exceeded 130% of the Conversion Price then in effect for at least 20 Trading Days in any 30 Trading Day period ending within five Trading Days prior to the date of the Issuer’s Conversion Notice, and certain other conditions have been met. As of September 17, 2018, these conditions have been met, and we have elected to convert all of the outstanding 2020 Notes. As required by the Indenture, we are delivering to you this Issuer’s Conversion Notice of our election, and pursuant to Section 6.11(c) of the Indenture notify you as follows:

- Issuer’s Conversion Notice Date: September 20, 2018
- Aggregate Original Principal Amount of the 2020 Notes to be converted: \$187.5 million, which represents all of the outstanding principal amount of the 2020 Notes
- CUSIP number: 171779AK7
- Issuer’s Conversion Date: October 31, 2018
- On and after the Issuer’s Conversion Date interest on the 2020 Notes to be converted will cease to accrue, and the Accreted Principal Amount shall cease to accrete
- We have elected to deliver cash in lieu of the Additional Shares as described in Section 6.11(b) of the Indenture, and the amount of cash in lieu of Additional Shares to be delivered upon conversion shall be determined as described below
- The Conversion Price now in effect is \$20.38

The number of shares holders of the 2020 Notes are entitled to upon conversion is adjusted upward based on the “make-whole” table set forth in the Indenture. Under that provision a number of Additional Shares is determined based on the calculated Stock Price (the Five-Day VWAP), using an Effective Date of the Issuer’s Conversion Date. The Five-Day VWAP will be calculated for the five Trading Days ending October 29, 2018, which is two Trading Days prior to the Issuer’s Conversion Date. Because we have elected to deliver cash in lieu of Additional Shares, we will be making a cash payment in respect of the Additional Shares equal to the number of Additional Shares multiplied by the Five-Day VWAP. We expect to provide an informational notice setting forth the amount of this cash payment once it is determined.

No later than November 5, 2018, which is the third Business Day after the Issuer’s Conversion Date, holders of the 2020 Notes will receive shares of our Common Stock, cash in lieu of Additional Shares as described above, and cash in lieu of any fractional shares.

The 2020 Notes must be surrendered for conversion at the below address of The Bank of New York Mellon Trust Company, N.A., who is also serving as our Paying Agent and Conversion Agent:

BNY Mellon  
Attn: Pamela Adamo - Reorg Dept  
111 Sanders Creek Parkway  
E. Syracuse, NY 13057  
Fax: 732-667-9408  
Email: [CT\\_REORG\\_UNIT\\_INQUIRIES@bnymellon.com](mailto:CT_REORG_UNIT_INQUIRIES@bnymellon.com)

If you hold 2020 Notes in book entry, please follow the instructions you receive from the Depository Trust Company.

If you have any questions regarding the conversion or the payment, please contact our Investor Contact at (877) 243-6273, by e-mail at [ir@ciena.com](mailto:ir@ciena.com), or by mail at Ciena Corporation, 7035 Ridge Road, Hanover, MD 21076; Attn: Gregg Lampf.

Ciena Corporation

By: /s/ David M. Rothenstein

David M. Rothenstein

Senior Vice President & General Counsel