



SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO/A

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

(Amendment No. 1)

**CIENA CORPORATION**

(Name of Subject Company (Issuer))

**CIENA CORPORATION**

(Name of Filing Persons (Issuer))

**ONI SYSTEMS CORP. 5% CONVERTIBLE SUBORDINATED NOTES DUE OCTOBER 15, 2005**  
(Title of Class of Securities)

68273F-AA-1  
(CUSIP Number of Class of Securities)

**RUSSELL B. STEVENSON, JR.**  
**SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY**  
**CIENA CORPORATION**  
**1201 WINTERSON ROAD**  
**LINTHICUM, MARYLAND 21090**  
**(410) 865-8500**

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Person(s) Filing Statement)

With a Copy to:

**MICHAEL J. SILVER**  
**AMY BOWERMAN FREED**  
**HOGAN & HARTSON L.L.P.**  
**111 SOUTH CALVERT STREET**  
**SUITE 1600**  
**BALTIMORE, MD 21202**  
**(410) 659-2700**

**CALCULATION OF FILING FEE**

TRANSACTION VALUATION\*

\$185,161,862.78

AMOUNT OF FILING FEE

\$17,034.90

\* Determined pursuant to Rule 0-11(b)(1) of the Securities Exchange Act of 1934, assuming that all outstanding Notes are purchased at a price of \$900 per \$1,000 principal amount due at maturity, plus accrued and unpaid interest thereon to, but not including, the date of purchase.

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: \$16,513.66  
Form or Registration No.: Schedule TO

Filing Party: CIENA Corporation Date  
Filed: December 12, 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.

going-private transaction subject to Rule 13e-3.

issuer tender offer subject to Rule 13e-4.

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.



## TABLE OF CONTENTS

[ITEMS 1-9.](#)  
[ITEM 11.ADDITIONAL INFORMATION.](#)  
[ITEM 12. EXHIBITS](#)  
[SIGNATURE](#)  
[EXHIBIT INDEX](#)  
[Supplement to the Offer to Purchase](#)  
[Text of Press Release](#)

This Amendment No. 1 ("Amendment No. 1") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on December 12, 2002 (the "Schedule TO") by CIENA Corporation, a Delaware corporation ("CIENA"), relating to CIENA's offer to purchase, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated December 12, 2002, and the accompanying Letter of Transmittal (which, as they may be amended and supplemented, together constitute the "Offer" and are filed as Exhibits (a)(1)(A) and (a)(1)(B), respectively, to the Schedule TO), any and all of the outstanding ONI Systems Corp. 5% Convertible Subordinated Notes due October 15, 2005 (the "Notes"). By this Amendment No. 1 and the related Supplement to the Offer to Purchase dated December 20, 2002, CIENA is modifying the Offer to provide for an amended purchase price to be paid in cash of \$900 per \$1,000 principal due at maturity, plus accrued and unpaid interest thereon to, but not including, the date of purchase. Certain information set forth in the Offer to Purchase and the related Letter of Transmittal is incorporated herein by reference with respect to Items 1 through 9 of the Schedule TO.

### **ITEMS 1-9.**

Items 1 through 9 of the Schedule TO, which incorporate by reference certain information contained in the Offer to Purchase, are hereby amended and supplemented as follows:

The Offer Consideration shall be increased from \$860 per \$1,000 principal due at maturity, plus accrued and unpaid interest thereon to, but not including, the date of purchase, to \$900 per \$1,000 principal due at maturity, plus accrued and unpaid interest thereon to, but not including, the date of purchase.

Item 7(a) is hereby amended by amending and restating Section 12 – Source and Amount of Funds of the Offer to Purchase, which appears on page 16 of the Offer to Purchase, as follows:

"The total amount of funds required by the Offeror to purchase all of the Notes pursuant to the Offer and to pay related fees and expenses is estimated to be approximately \$183.9 million plus approximately \$2.5 million in accrued interest (assuming 100% of the outstanding principal amount at maturity of Notes are tendered and accepted for payment). In the event the Notes are tendered and accepted for payment, CIENA plans to use its cash on hand to purchase such Notes. Accordingly, the Offer is not conditioned on the obtaining of financing."

### **ITEM 11. ADDITIONAL INFORMATION.**

Item 11(b) is hereby amended and restated as follows:

"The information set forth in the Offer to Purchase, the Supplement to the Offer to Purchase and the Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1)(A), (a)(1)(B) and (a)(1)(G), respectively, is incorporated herein by reference."

---

**ITEM 12. EXHIBITS.**

- (a)(1)(A) Form of Offer to Purchase, dated December 12, 2002.\*
- (a)(1)(B) Form of Letter of Transmittal (including Certification of Taxpayer Identification Number on IRS Substitute Form W-9 and Guidelines for Certification of Taxpayer Identification Number on IRS Substitute Form W-9).\*
- (a)(1)(C) Form of Notice of Guaranteed Delivery.\*
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(1)(E) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.\*
- (a)(1)(F) Form of Notice of Withdrawal.\*
- (a)(1)(G) Supplement to Offer to Purchase dated December 20, 2002.
- (a)(2-4) Not applicable.
- (a)(5)(A) Text of Press Release issued by CIENA Corporation on December 12, 2002 (incorporated herein by reference to CIENA's Schedule TO-C filed on December 12, 2002).
- (a)(5)(B) Text of Press Release issued by CIENA Corporation on December 20, 2002.
- (b) None.
- (d)(1) Indenture, dated as of October 27, 2000, between ONI Systems Corp., as Issuer, and State Street Bank and Trust Company of California, N.A., as Trustee (incorporated herein by reference to Exhibit 4.1 to ONI Systems Corp.'s Form 10-Q filed November 14, 2000).
- (d)(2) First Supplemental Indenture, dated as of June 21, 2002, between CIENA, as Issuer, and State Street Bank and Trust Company of California, N.A., as Trustee (incorporated herein by reference to Exhibit 4.12 to CIENA's Form 10-K filed December 12, 2002).
- (g) None
- (h) None

\* Previously filed by CIENA on Schedule TO, dated December 12, 2002.

---

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**CIENA CORPORATION**

By: /s/ Russell B. Stevenson, Jr.

---

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

Dated: December 20, 2002

---

## EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(A)	Form of Offer to Purchase, dated December 12, 2002.*
(a)(1)(B)	Form of Letter of Transmittal (including Certification of Taxpayer Identification Number on IRS Substitute Form W-9 and Guidelines for Certification of Taxpayer Identification Number on IRS Substitute Form W-9).*
(a)(1)(C)	Form of Notice of Guaranteed Delivery.*
(a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(F)	Form of Notice of Withdrawal.*
(a)(1)(G)	Supplement to Offer to Purchase dated December 20, 2002.
(a)(2-4)	Not applicable.
(a)(5)(A)	Text of Press Release issued by CIENA Corporation on December 12, 2002 (incorporated herein by reference to CIENA's Schedule TO-C filed on December 12, 2002).
(a)(5)(B)	Text of Press Release issued by CIENA Corporation on December 20, 2002.
(b)	None.
(d)(1)	Indenture, dated as of October 27, 2000, between ONI Systems Corp., as Issuer, and State Street Bank and Trust Company of California, N.A., as Trustee (incorporated herein by reference to Exhibit 4.1 to ONI Systems Corp.'s Form 10-Q filed November 14, 2000).
(d)(2)	First Supplemental Indenture, dated as of June 21, 2002, between CIENA, as Issuer, and State Street Bank and Trust Company of California, N.A., as Trustee (incorporated herein by reference to Exhibit 4.12 to CIENA's Form 10-K filed December 12, 2002).
(g)	None.
(h)	None.

\* Previously filed by CIENA on Schedule TO, dated December 12, 2002.

# CIENA CORPORATION

SUPPLEMENT DATED DECEMBER 20, 2002

**TO THE OFFER TO PURCHASE FOR CASH  
ANY AND ALL OF THE OUTSTANDING ONI SYSTEMS CORP.  
5% CONVERTIBLE SUBORDINATED NOTES DUE OCTOBER 15, 2005**

**(CUSIP NUMBER 68273F-AA-1)**

**THE OFFER TO PURCHASE AND WITHDRAWAL RIGHTS EXPIRE**

**AT 5:00 P.M., NEW YORK CITY TIME, ON JANUARY 13, 2003,  
UNLESS THE OFFER IS EXTENDED.**

CIENA Corporation, a Delaware corporation ("CIENA"), hereby supplements and amends its offer to purchase any and all of the outstanding ONI Systems Corp. 5% Convertible Subordinated Notes due October 15, 2005 (the "Notes"), at a revised price of \$900 per \$1,000 principal amount of the Notes due at maturity, plus accrued and unpaid interest thereon to, but not including, the date of purchase, upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 12, 2002, as supplemented by this Supplement, and the related Letter of Transmittal (which, as amended from time to time, together constitute the "Offer"). The other terms of the Offer will remain the same.

CIENA was advised by State Street Bank and Trust Company of California, N.A., the Depositary for the Offer, that, as of December 19, 2002, no Notes have been tendered in the Offer. Any noteholder who requires tender offer materials may contact Goldman, Sachs & Co., the Dealer Managers for the Offer, or Georgeson Shareholder, the Information Agent for the Offer, at their respective addresses and telephone numbers listed on the back of this Supplement.

**Although the CIENA board of directors has approved the making of the offer, neither we, nor the CIENA board of directors, nor the Dealer Managers, nor the Information Agent make any recommendation as to whether you should tender your Notes for cash. You must make your own decision whether to tender your Notes and if so, the number of Notes to tender.**

Procedures for tendering Notes are set forth in Section 10 of the Offer to Purchase. Tendering noteholders may continue to use the Letter of Transmittal that was previously circulated. While that Letter of Transmittal indicates that CIENA is offering to pay \$860 per \$1,000 principal amount of Notes due at maturity, plus accrued and unpaid interest thereon to, but not including, the date of purchase, noteholders using that Letter of Transmittal will nevertheless receive the increased price of \$900 per \$1,000 principal amount of Notes due at maturity, plus accrued and unpaid interest thereon to, but not including, the date of purchase for all Notes tendered and accepted for purchase. Noteholders who have properly tendered their Notes will automatically receive the increased price and do not need to take any further action.

CIENA has also filed with the Securities and Exchange Commission (the "SEC") an Amendment No. 1 to the Tender Offer Statement on Schedule TO, dated December 20, 2002, which includes additional information with respect to the Offer, and which we recommend that you review before making a decision on whether to tender your notes. Such amendment, together with the Schedule TO and any future amendments thereto (if any), as well as reports, proxy statements and other information regarding CIENA, are available through the SEC's web site at <http://www.sec.gov>, and may also be obtained as described in Section 19 of the Offer to Purchase.

Except as otherwise set forth in this Supplement, the terms and conditions set forth in the Offer to Purchase and the Letter of Transmittal are applicable in all respects to the Offer. The information set forth herein should be read in conjunction with the Offer to Purchase, and unless the context requires otherwise, terms not defined herein which are defined in the Offer to Purchase have the meaning ascribed to them in the Offer to Purchase.

---



**THE DEPOSITARY FOR THE OFFER IS:**

STATE STREET BANK AND TRUST COMPANY OF CALIFORNIA, NA

Corporate Trust Department

633 West 5th Street  
12th Floor  
Los Angeles, California 90071

Tel: (213) 362-7345

Fax: (213) 362-7357

Any questions or requests for assistance or additional copies of any documents referred to in the Offer to Purchase may be directed to the Information Agent or the Dealer Managers at their respective telephone numbers and addresses listed below. You may also contact your broker, dealer, commercial bank or trust company for assistance concerning the Offer.

**THE INFORMATION AGENT FOR THE OFFER IS:**

**Georgeson  Shareholder**

17 State Street

10th Floor  
New York, New York 10004  
(866) 295-4322

**THE DEALER MANAGERS FOR THE OFFER ARE:**

**Goldman, Sachs & Co.**

85 Broad Street

New York City, New York 10004  
Attn: Prospectus Department  
(212) 902-1000

December 20, 2002



**Press Contacts:**

Glenn Jasper or Denny Bilter  
CIENA Corporation  
(877) 857-7377  
email: pr@ciena.com

**Investor Contacts:**

Suzanne DuLong or Jessica Towns  
CIENA Corporation  
(888) 243-6223  
email: ir@ciena.com

**FOR IMMEDIATE RELEASE**

**CIENA REVISES TENDER OFFER TO REPURCHASE REMAINING 5% ONI NOTES**

**LINTHICUM, Md. – December 20, 2002** – CIENA® Corporation, (NASDAQ: CIEN), today announced that in connection with its offer dated December 12, 2002 to purchase any and all of the outstanding ONI Systems Corp. 5% Convertible Subordinated Notes due October 15, 2005, (the “Notes”), it has increased the price at which it will purchase the Notes from \$860 to \$900 per \$1,000 principal due at maturity plus accrued and unpaid interest thereon to, but not including, the date of purchase. The other terms of the offer remain the same, including that the offer and withdrawal rights expire at 5:00 p.m., New York City time, on January 13, 2003, unless the offer is extended.

A supplement to the Offer to Purchase will be mailed to the registered holders of the Notes shortly. Noteholders may obtain the Supplement to the Offer to Purchase for free at CIENA’s website at [www.CIENA.com/investors](http://www.CIENA.com/investors) or the Securities and Exchange Commission’s website at [www.sec.gov](http://www.sec.gov). Persons with questions regarding the tender offer and requests for documentation may contact Goldman, Sachs & Co., the Dealer Managers, at 85 Broad Street, New York City, New York 10004, Attn: Prospectus Department, Telephone: (212) 902-1000, or Georgeson Shareholder, the Information Agent, at 17 State Street, 10th Floor, New York, New York 10004, Telephone: (866) 295-4322.

ALTHOUGH THE CIENA BOARD OF DIRECTORS HAS APPROVED THE MAKING OF THE OFFER, NEITHER CIENA, NOR THE CIENA BOARD OF DIRECTORS, NOR THE DEALER MANAGERS, NOR THE INFORMATION AGENT MAKE ANY RECOMMENDATION AS TO WHETHER NOTEHOLDERS SHOULD TENDER THEIR NOTES FOR CASH. NOTEHOLDERS MUST MAKE THEIR OWN DECISION WHETHER TO TENDER THEIR NOTES AND IF SO, THE NUMBER OF NOTES TO TENDER. THIS PRESS RELEASE IS NEITHER AN OFFER TO PURCHASE NOR A SOLICITATION OF AN OFFER TO SELL NOTES. THE TENDER OFFER IS

(more)

---

MADE ONLY THROUGH THE OFFER TO PURCHASE, THE SUPPLEMENT TO THE OFFER TO PURCHASE, THE RELATED LETTER OF TRANSMITTAL AND THE OTHER TENDER OFFER DOCUMENTS WHICH HAVE BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. NOTEHOLDERS ARE ENCOURAGED TO READ THE OFFERING DOCUMENTS IN THEIR ENTIRETY BEFORE MAKING ANY DECISION WITH RESPECT TO THE OFFER. THE OFFERING DOCUMENTS MAY BE OBTAINED FOR FREE FROM THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT WWW.SEC.GOV OR FROM THE DEALER MANAGERS OR INFORMATION AGENT AT THEIR RESPECTIVE ADDRESSES AND TELEPHONE NUMBERS SET FORTH ABOVE.

The foregoing material may contain forward-looking statements. CIENA cautions that such statements may be subject to a number of uncertainties and actual results could differ materially and, therefore, readers should not place undue reliance on any forward-looking statements.

###

#### **ABOUT CIENA**

CIENA Corporation's market-leading intelligent optical networking systems form the core for the new era of networks and services worldwide. CIENA's LightWorks™ architecture enables next-generation optical services and changes the fundamental economics of service-provider networks by simplifying the network and reducing the cost to operate it. Additional information about CIENA can be found at [www.CIENA.com](http://www.CIENA.com).