

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported): March 21, 2024

Ciena Corporation

(Exact name of registrant as specified in its charter)

Commission File Number: 001-36250

Delaware

(State or other jurisdiction of incorporation)

7035 Ridge Road, Hanover, MD

(Address of principal executive offices)

23-2725311

(IRS Employer Identification No.)

21076

(Zip Code)

Registrant's telephone number, including area code: (410) 694-5700

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	CIEN	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## ITEM 5.02 - DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

On March 21, 2024, at the 2024 annual meeting of stockholders (the “Annual Meeting”) of Ciena Corporation (“Ciena”), Ciena’s stockholders approved an amendment to the Ciena Corporation 2017 Omnibus Incentive Plan (the “2017 Plan”) (i) to increase, by 10.1 million shares, the number of shares of Ciena common stock available for issuance under the 2017 Plan and (ii) to increase the recoupment period for misconduct relating to accounting restatements from 12 months to three years (the “Plan Amendment”). The Plan Amendment became effective upon approval by the stockholders.

A description of the Plan Amendment is set forth in Ciena’s definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission on February 8, 2024, in the section entitled “Proposal No. 2 - Amendment of Ciena’s 2017 Omnibus Incentive Plan,” which description is incorporated herein by reference. The description is qualified in its entirety by reference to the full text of the Plan Amendment, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

## ITEM 5.07 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Ciena held the Annual Meeting on March 21, 2024. As of the January 22, 2024 record date, there were 145,008,717 shares of common stock outstanding and entitled to notice of and to vote at the Annual Meeting. The matters described below were voted on by stockholders at the Annual Meeting and the number of votes cast with respect to each matter, and with respect to the election of directors, were as indicated below:

<u>Proposal 1 - Election of Directors</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
Election to the Board of Directors of four Class III directors:				
Hassan M. Ahmed, Ph.D.	116,649,883	5,030,615	73,959	9,075,016
Bruce L. Claflin	113,894,507	7,783,896	76,054	9,075,016
Patrick T. Gallagher	104,886,591	16,768,561	99,305	9,075,016
T. Michael Nevens	120,237,225	1,443,539	73,693	9,075,016
Election to the Board of Directors of one Class II director:				
Mary G. Puma	108,590,083	13,084,708	79,666	9,075,016

Each director nominee above was elected by the vote of the majority of the votes cast by stockholders in accordance with Ciena's bylaws. Each Class III director will serve a three-year term expiring at the 2027 annual meeting of stockholders, and until such director’s successor is duly elected and qualified, or until such director’s earlier death, resignation, or removal from the Board of Directors. The Class II director will serve the remainder of her term until the 2026 annual meeting of stockholders, and until such director’s successor is duly elected and qualified, or until such director’s earlier death, resignation, or removal from the Board of Directors.

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<u>Proposal 2 - Amendment to 2017 Plan</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
Approval of the amendment of Ciena's 2017 Omnibus Incentive Plan to (i) increase the number of shares available for issuance thereunder by 10.1 million shares and (ii) increase the recoupment period for misconduct relating to accounting restatements from 12 months to three years:	115,625,116	6,044,246	85,095	9,075,016
<u>Proposal 3 - Amendment to Certificate of Incorporation</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
Approval of the amendment of Ciena's Amended and Restated Certificate of Incorporation, as amended, to provide for officer exculpation:	110,488,692	11,163,942	101,823	9,075,016
<u>Proposal 4 - Ratification of Independent Auditors</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
Ratification of the appointment of PricewaterhouseCoopers LLP as Ciena's independent registered public accounting firm for fiscal 2024:	120,216,118	10,531,080	82,275	0
<u>Proposal 5 - Stockholder Advisory Vote</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
A stockholder advisory vote on the named executive officer compensation described in the proxy materials:	109,616,628	12,044,975	92,854	9,075,016

Proposals 2, 4, and 5 were each approved by the affirmative vote of a majority of shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the proposal, with abstentions having the same effect as a vote "AGAINST" and broker non-votes not counted as a vote either "FOR" or "AGAINST" and having no effect on the outcome of the vote.

Proposal 3 was approved by the affirmative vote of holders of at least 66 2/3% of the voting power of all of the outstanding shares of stock entitled to vote at the Annual Meeting, with abstentions and broker non-votes having the same effect as a vote "AGAINST."

#### **ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS**

(d) The following exhibits are being filed herewith:

<u>Exhibit Number</u>	<u>Description of Document</u>
Exhibit 10.1	<a href="#">Amendment No. 2 to Ciena Corporation 2017 Omnibus Incentive Plan</a>
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

## 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: March 26, 2024

By: /S/ Sheela Kosaraju

Sheela Kosaraju

SVP, General Counsel and Assistant Secretary

## AMENDMENT NO. 2 TO

### CIENA CORPORATION 2017 OMNIBUS INCENTIVE PLAN

THIS AMENDMENT NO. 2 (this "Amendment") to the Ciena Corporation 2017 Omnibus Incentive Plan (the "Plan"), which (i) increases the number of shares available for issuance under the Plan by ten million, one hundred thousand (10,100,000) shares and (ii) to increase the recoupment period for misconduct relating to accounting restatements from 12 months to three years, was adopted by the Board of Directors of Ciena Corporation (the "Company") on December 5, 2023, and is effective as of March 21, 2024, the date upon which the Amendment received approval of the stockholders of the Company.

1. The Plan is hereby amended by deleting Section 3.4 and replacing it in its entirety as follows:

#### **"3.4 Forfeiture; Recoupment.**

The Company may retain the right in an Award Agreement to cause a forfeiture of the gain realized by a Grantee with respect to an Award thereunder on account of actions taken by, or failed to be taken by, the Grantee in violation or breach of or in conflict with any employment agreement, non-competition agreement, any agreement prohibiting solicitation of employees or clients of the Company or any Affiliate thereof or any confidentiality obligation with respect to the Company or any Affiliate thereof or otherwise in competition with the Company or any Affiliate thereof, to the extent specified in such Award Agreement applicable to the Grantee. In addition, the Company may terminate and cause the forfeiture of an Award if the Grantee is an employee of the Company or an Affiliate thereof and is terminated for Cause as defined in the applicable Award Agreement or the Plan, as applicable.

Furthermore, if the Company is required to prepare an accounting restatement due to the material noncompliance of the Company, as a result of misconduct, with any financial reporting requirement under the securities laws, the individuals subject to automatic forfeiture under Section 304 of the Sarbanes-Oxley Act of 2002 and any Grantee who knowingly engaged in the misconduct, was grossly negligent in engaging in the misconduct, knowingly failed to prevent the misconduct, or was grossly negligent in failing to prevent the misconduct, shall reimburse the Company the amount of any payment in settlement of an Award earned or accrued during the three-year period following the first public issuance or filing with the United States Securities and Exchange Commission (whichever first occurred) of the financial document that contained such material noncompliance.

Any Award granted pursuant to the Plan shall be subject to mandatory repayment by the Grantee to the Company (i) to the extent set forth in this Plan or an Award Agreement or (ii) to the extent the Grantee is, or in the future becomes, subject to (A) the Company's Executive Compensation Clawback Policy or any other Company or Affiliate "clawback" or recoupment policy that is adopted by the Company, including to comply with the requirements of Applicable Law, or (B) any Applicable Law that imposes mandatory recoupment, under circumstances set forth in such Applicable Law."

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

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

Subject to such additional shares of Stock as shall be available for issuance under the Plan pursuant to Section 4.2, and subject to adjustment pursuant to Section 15, the maximum number of shares of Stock reserved for issuance under the Plan shall be equal to the sum of (a) thirty-one million, two hundred thousand (31,200,000) shares of Stock, plus (b) the number of shares of Stock available for future awards under the 2008 Plan as of the Effective Date, plus (c) the number of shares of Stock related to awards outstanding under the Prior Plans as of the Effective Date that thereafter terminate by expiration or forfeiture, cancellation, or otherwise without the issuance of such shares of Stock (collectively, and in the aggregate, the "Authorized Share Amount"), all of which may be granted as Incentive Stock Options. Stock issued or to be issued under the Plan shall be authorized but unissued shares, or to the extent permitted by Applicable Law, issued shares that have been reacquired by the Company."

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To record adoption of the Amendment of the Plan by the Board as of December 5, 2023, and approval of the Amendment by the stockholders on March 21, 2024, the Company has caused its authorized officer to execute this Amendment to the Plan.

CIENA CORPORATION

By:

Name: /S/ Sheela Kosaraju  
Title: SVP, General Counsel and Assistant Secretary  
Date: March 25, 2024