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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) December 29, 2007

**Ciena Corporation**

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(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

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(State or Other Jurisdiction of Incorporation)

**0-21969**

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(Commission File Number)

**23-2725311**

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(IRS Employer Identification No.)

**1201 Winterson Road, Linthicum, MD**

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(Address of Principal Executive Offices)

**21090**

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(Zip Code)

**(410) 865-8500**

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(Registrant's Telephone Number, Including Area Code)

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(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 3.03. MATERIAL MODIFICATIONS TO RIGHTS OF SECURITY HOLDERS.**

On December 29, 2007, the Rights Agreement between Ciena Corporation and Computershare Trust Company, N.A. (f/k/a BankBoston, N.A.) dated as of December 29, 1997 (as amended, the "Rights Agreement"), and the rights thereunder to purchase, under certain circumstances, Series A Junior Participating Preferred Stock, expired by their terms.

**ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.**

In connection with the expiration of the Rights Agreement described under Item 3.03 above, Ciena filed a Certificate of Elimination with the Secretary of State of the State of Delaware on January 2, 2008 to effect the elimination of the Certificate of Designations with respect to the Series A Junior Participating Preferred Stock. A copy of the Certificate of Elimination is filed as Exhibit 4.1 to this Form 8-K and is incorporated in this Item 5.03 by reference.

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**ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS**

(c) The following exhibit is being filed herewith:

<u>Exhibit Number</u>	<u>Description of Document</u>
Exhibit 4.1	Certificate of Elimination with respect to Series A Junior Participating Preferred Stock

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## SIGNATURES

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

### **Ciena Corporation**

Date: January 2, 2008

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

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

**CERTIFICATE OF ELIMINATION**  
**OF**  
**SERIES A JUNIOR PARTICIPATING PREFERRED STOCK**  
**OF**  
**CIENA CORPORATION**

Ciena Corporation, a corporation organized and existing under the laws of the state of Delaware (the "Corporation") does hereby certify that:

1. At a meeting on December 12, 2007, the Board of Directors of the Corporation adopted the following resolutions approving the elimination of the Series A Junior Participating Preferred Stock, par value \$.01 per share, of the Corporation ("Series A Preferred Stock"), which resolutions have not been amended or rescinded and remain in full force and effect:

"WHEREAS, the Rights Agreement previously entered into between the Corporation and Computershare Trust Company, NA (f/k/a BankBoston, NA) (as amended, the "Rights Agreement") expires in accordance with its terms on December 29, 2007, and the Board has determined that it is advisable and in the best interests of the Corporation and its stockholders to eliminate the Series A Junior Participating Preferred Stock, par value \$.01 per share, of the Corporation ("Series A Preferred Stock") upon expiration of the Rights Agreement;

NOW, THEREFORE BE IT RESOLVED, that none of the authorized shares of the Series A Preferred Stock are outstanding, and none of the authorized shares of Series A Preferred Stock will be issued pursuant to the Certificate of Designations of Series A Junior Participating Preferred Stock of the Corporation filed January 12, 1998 (the "Certificate of Designations");

BE IT FURTHER RESOLVED, that the Corporation be, and hereby is, authorized and directed to file with the Secretary of State of the State of Delaware a certificate containing these resolutions, with the effect under the General Corporation Law of the State of Delaware of eliminating from the Third Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designations with respect to the Series A Preferred Stock;

BE IT FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed for and on behalf of the Corporation, to execute and deliver any and all certificates, agreements, instruments and other documents, and to take any and all steps and do any and all things which they may deem necessary, advisable or appropriate in order to effectuate the purposes of each and all of the foregoing resolutions."

2. None of the authorized shares of Series A Preferred Stock are outstanding and none will be issued subject to the Certificate of Designation previously filed in the office of the Secretary of State of the State of Delaware on January 12, 1998 with respect to the Series A Preferred Stock.

3. In accordance with the provisions of Section 151(g) of the Delaware General Corporation Law, the Corporation's Third Restated Certificate of Incorporation, as amended, is hereby amended so as to eliminate all matters set forth in the Certificate of Designation with respect to the Series A Preferred Stock.

**IN WITNESS WHEREOF**, the undersigned has caused this Certificate of Elimination to be executed this 2nd day of January, 2008.

**CIENA CORPORATION**

By: /S/Gary B. Smith

Gary B. Smith

President and Chief Executive Officer