SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): October 7, 2009

Ciena Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware	**0-21969**	**23-2725311**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

1201 Winterson Road **Linthicum, MD**	**21090**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's telephone number, including area code: (410) 865-8500

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01 — ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On October 7, 2009, Ciena Corporation ("Ciena") entered into (i) an asset sale agreement (the "North American Agreement") with Nortel Networks Corporation, its principal operating subsidiary Nortel Networks Limited, Nortel Networks Inc. and certain of its other subsidiaries (together, "Nortel"), to purchase substantially all of the North American, Caribbean and Latin American and Asian optical networking and carrier Ethernet assets of Nortel's Metro Ethernet Networks (MEN) business, and (ii) an asset sale agreement (the "EMEA Agreement") with Nortel affiliates and the "Joint Administrators" and "Joint Israeli Administrators" (each as defined below) to purchase substantially all of the European, Middle Eastern and African (EMEA) optical networking and carrier Ethernet assets of Nortel's MEN business, in exchange for a total consideration of $390 million in cash and 10 million shares of common stock of Ciena to be issued at the consummation of the transactions contemplated by the Agreements (the "Acquisition"). The product and technology assets to be acquired include Nortel's long-haul optical transport portfolio; metro optical Ethernet switching and transport solutions; Ethernet transport, aggregation and switching technology; multiservice SONET/SDH product families; and network management software products. Ciena will also be acquiring all patents and intellectual property that are predominately used in the optical and carrier Ethernet businesses. The North American Agreement and the EMEA Agreements are referred to herein as the "Agreements" and the assets to be acquired under the Agreements are referred to in the aggregate as the "Acquired Assets." The Agreements include the assumption of certain liabilities and are subject to purchase price adjustments under certain circumstances, including adjustments relating to working capital, certain adverse international bankruptcy proceedings or adverse international injunctions, and readiness to perform certain transitions services at closing. The Acquisition is subject to a competitive bidding process under the United States Bankruptcy Code and the Canadian Companies' Creditors Arrangement Act.

Nortel and Ciena have each made customary representations, warranties and covenants in the Agreements, including, among others, a covenant by Nortel to conduct its business in the ordinary course between signing of the Agreements and closing of the Acquisition. The closing under the North American Agreement is subject to various conditions, including the termination or expiration of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976; approval pursuant to the Competition Act (Canada); approval pursuant to the Investment Canada Act, if applicable; approval by the United States Bankruptcy Court and the Ontario Superior Court of Justice (together, the "Bankruptcy Courts"); and the closing of the transactions contemplated under the EMEA Agreement.

Ciena is expected to make employment offers to at least 2,000 Nortel employees in connection with the Acquisition and anticipates that it will incur integration-related costs of approximately $180 million. Ciena anticipates that the majority of the integration-related costs will be incurred in 2010.

As a result of the structure of the Acquisition as an asset carve out, Ciena will not be acquiring certain personnel and systems that were part of the operating expense or costs of goods sold of the business. As a result, at closing, Nortel and Ciena will also enter into a transition services agreement pursuant to which Nortel will agree to provide certain business support services, including accounting functions, supply chain and logistics management, and information technology services, for a period of up to 24 months after the closing of the Acquisition in exchange for payments by Ciena estimated to be approximately $100 million annually, with the actual amount to be paid depending upon which services Ciena continues and the related duration. At closing, Nortel and Ciena will also enter into an intellectual property license agreement providing for a license grant to Ciena with respect to other Nortel patents and intellectual property, as well as a license grant back to Nortel with respect to the patents and other intellectual property transferred to Ciena under the Agreements, in each case within defined fields of use. At closing, Ciena will also enter into a ten-year lease relating to the "Lab 10" building of Nortel's Carling, Ottawa campus.

The Agreements contain customary termination rights for Nortel and Ciena. If the Agreements are terminated (i) by Nortel or Ciena because an alternative transaction for the sale of the Acquired Assets is approved by the Bankruptcy Courts, (ii) by Nortel because the Bankruptcy Courts approve a creditor sponsored reorganization plan authorized under Section 1129 of the United States Bankruptcy Code, because the bidding procedures and sales process order are not entered by the Bankruptcy Courts by October 30, 2009, or the sale order, approval and vesting order are not entered by the Bankruptcy Courts by December 17, 2009, or if the bankruptcy auction is not completed by December 11, 2009, or (iii) by Ciena because the bidding procedures and sales process order are not entered by the Bankruptcy Courts by October 19, 2009, or because of an uncured breach by Nortel resulting in the failure to meet any of the closing conditions, or because Nortel fails to consummate the closing in breach of the North American Agreement, or Nortel withdraws or seeks to withdraw the sale motions approved by the Bankruptcy Courts or announces a plan of reorganization, plan of arrangement, liquidation or winding up of the Acquired Assets or the selling entities, or (iv) if the EMEA Agreement is terminated under certain circumstances, then, in each case, Nortel will pay to Ciena a break-up fee of approximately $16.0 million and reimburse Ciena and its affiliates for the expenses related to the transaction up to a cap of approximately $5.3 million.

Nortel will file the North American Agreement with the United States Bankruptcy Court for the District of Delaware, along with a motion seeking approval of the break-up fee and expense reimbursement and the establishment of bidding procedures for a process that allows other qualified bidders to submit higher or otherwise better offers, as required under Section 363 of the U.S. Bankruptcy Code. A similar motion for the approval of the bidding procedures will be filed with the Ontario Superior Court of Justice. Following completion of the bidding process, final approval of those courts will be required.

In relation to those Nortel EMEA entities participating in the Acquisition to which they are appointed, the Joint Administrators have the authority, without further court approval, to enter into the EMEA Agreement on behalf of those relevant Nortel entities. In some EMEA jurisdictions, this Acquisition is subject to statutory information-sharing and consultation processes with the relevant employee representatives prior to finalization of the terms of sale.

In addition to the processes and approvals outlined above, consummation of the Acquisition is subject to other customary conditions to closing and, with regard to the Acquired Assets in Israel, the approval of the court in Israel.

As used above, “Joint Administrators” means Alan Bloom, Stephen Harris, Alan Hudson, David Hughes and Christopher Hill, in their capacity as joint administrators to those Nortel EMEA entities participating in the Acquisition to which they are appointed, and “Joint Israeli Administrators” means Yaron Har-Zvi and Avi D. Pelosso, in their capacity as joint Israeli administrators.

ITEM 3.02 — UNREGISTERED SALES OF EQUITY SECURITIES

The information set forth in Item 1.01 above is incorporated into this Item 3.02 by reference. Pursuant to the Agreements, upon the consummation of the Acquisition, Ciena will issue 10 million shares of Ciena common stock, par value $0.01 per share, representing a portion of the total consideration described above to be paid in the Acquisition. Under the Agreements, Ciena is required to prepare and file an automatic shelf registration statement on Form S-3 for purposes of registering the resale of the shares to be issued above by the later of thirty days following the closing and sixty days following the receipt from Nortel of certain financial statements required in connection with the filing and effectiveness of the registration statement. These shares are expected to be issued by Ciena in reliance upon the exemption afforded by Section 4(2) under the Securities Act of 1933 as not involving a public offering.

ITEM 8.01 — OTHER EVENTS

On October 7, 2009, Ciena announced its entry into the Agreements to purchase the Acquired Assets. A copy of this press release, attached to this report as Exhibit 99.1, is incorporated by reference herein.

ITEM 9.01 — FINANCIAL STATEMENTS AND EXHIBITS

(c) The following exhibit is being filed herewith:

Exhibit Number	Description of Document
Exhibit 99.1	Press Release dated October 7, 2009, issued by Ciena Corporation

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 hereunto duly authorized.

CIENA CORPORATION

Date: October 7, 2009

By: /S/ David M. Rothenstein
Name: David M. Rothenstein
Title: Senior Vice President, General Counsel and Secretary

Exhibit 99.1

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FOR IMMEDIATE RELEASE

Ciena Signs Agreements to Purchase Optical and Carrier Ethernet Assets of Nortel's Metro Ethernet Networks Business

Proposed combination is unique opportunity to accelerate Ciena's strategy by bringing together complementary, leading switching and transport technologies

LINTHICUM, Md., – October 7, 2009 – Ciena® Corporation (NASDAQ: CIEN), the network specialist, today announced that it has entered into agreements with Nortel to purchase substantially all of the optical networking and carrier Ethernet assets of Nortel's Metro Ethernet Networks (MEN) business for $390 million in cash and 10 million shares of Ciena common stock. The product and technology assets to be acquired include Nortel's long-haul optical transport portfolio; metro optical Ethernet switching and transport solutions; Ethernet transport, aggregation and switching technology; multiservice SONET/SDH product families; and network management software products.

The proposed transaction would strengthen Ciena's global presence and bring together complementary technologies in switching and transport that will offer customers a practical path for transitioning to automated, optical Ethernet-based networking. Based on the closing price of Ciena's stock on Tuesday, October 6, 2009, the aggregate value of the shares to be issued by Ciena is approximately $131 million, bringing the value of the consideration to approximately $521 million. The assets to be acquired generated approximately $1.36 billion in revenue for Nortel in 2008 and $556 million (unaudited) in the first six months of 2009.

"This is a unique and exciting opportunity for us to accelerate our existing strategy and the pace of our growth plans by two to three years," said Gary Smith, Ciena's CEO and president. "We believe this transaction will position us for faster growth by giving us greater geographic reach, broader customer relationships and a deeper portfolio of solutions. We believe we are best positioned to leverage these assets, thereby creating a significant challenger to traditional network vendors."

He continued: “We have tremendous respect for the talented people at Nortel and for their track record of innovation, and we look forward to the opportunity to build on our existing presence in Canada, where we have operated an R&D center of excellence since 2003. Should the transaction be completed, we will be disciplined in integrating the acquired assets on an aggressive timeframe. We will draw from the best in our respective organizations, cultures and expertise to ensure that we deliver continuity of supply and innovation for our customers and meet shareholder expectations.”

Ciena is expected to make employment offers to at least 2,000 Nortel employees to become part of Ciena’s global team of network specialists. The proposed acquisition would significantly enhance Ciena’s existing Canadian-based development resources, making Ottawa the company’s largest product and development center. Ciena currently has development facilities in Alpharetta, Georgia; Linthicum, Maryland; Ottawa, Ontario; San Jose, California; Spokane, Washington; and Gurgaon, India. As of July 31, 2009, the end of its fiscal third quarter, Ciena employed 2,110 employees globally.

Given the structure of the transaction as an asset carve-out, Ciena expects to incur integration-related costs of approximately $180 million. Based on current expectations of deal timing, Ciena anticipates that the majority of the integration-related costs will be incurred in 2010 and expects the transaction to be significantly accretive to Ciena’s results of operations in fiscal 2011.

As a result of Nortel’s restructuring process, the transaction is subject to a competitive bidding process and requires the approval of the United States Bankruptcy Court for the District of Delaware and the Ontario Superior Court of Justice. Ciena expects hearings before those courts to approve bidding procedures, break-up fee and expense reimbursement will be held within the next several weeks, followed by a bid period and a potential auction, with final sale hearings to be held thereafter.

In the Europe, Middle East and Africa (EMEA) region, Ciena has entered into an agreement with the Joint Administrators, on behalf of the Nortel EMEA entities participating in the transaction for which they have been appointed, and where applicable, the transaction is subject to statutory information-sharing and consultation processes with the relevant employee representatives, as well as approval of the court in Israel.

The transaction is also subject to customary closing conditions, including receipt of necessary regulatory approvals.

Deutsche Bank Securities Inc. and Foros Securities LLC served as financial advisors to Ciena on this transaction.

Additional information about this proposed transaction is available in a Form 8-K to be filed by Ciena today and on Ciena's website at http://www.ciena.com.

Live Web Broadcast and Teleconference of Discussion

Ciena's executives will host a discussion of this news announcement with investors and financial analysts today, Wednesday, October 7, 2009 at 8:30 am (Eastern). The live broadcast of the discussion will be available via Ciena's website at http://investor.ciena.com. The discussion will also be teleconferenced and accessible globally by dialing +1 (719) 325-2370. Please use access code 1922497. A limited number of dial-in lines will be made available. To ensure your participation in the teleconference, please dial into the call center at least 5 minutes prior to the scheduled conference start time.

For those unable to participate in the live webcast/teleconference call, an automated playback will be available from approximately 12:00 pm (Eastern) on Wednesday, October 7, 2009 through Midnight (Eastern) on Thursday, October 8, 2009. To listen to the replay at any time in the U.S. and Canada, dial: (888) 203-1112 and from international locations: +1(719) 457-0820. Please use access code 1922497. An archived version of the discussion will also be available shortly following the conclusion of the live broadcast on the Investor Relations page of Ciena's website at: http://investor.ciena.com.

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About Ciena

Ciena specializes in practical network transition. We offer leading network infrastructure solutions, intelligent software and a comprehensive services practice to help our customers use their networks to fundamentally change the way they compete. With a global presence, Ciena leverages its heritage of practical innovation to deliver maximum performance and economic value in communications networks worldwide. We routinely post recent news, financial results and other important announcements and information about Ciena on our website. For more information, visit www.ciena.com.

Note to Investors

Forward-looking statements. This press release contains certain forward-looking statements based on current expectations, forecasts and assumptions that involve risks and uncertainties. Forward-looking statements include statements regarding Ciena's expectations, beliefs, intentions or strategies regarding the future and can be identified by forward-looking words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "should," "will," and "would" or similar words. Forward-looking statements relating to the transaction described herein include, but are not limited to, statements about the benefits of the transaction, including future financial and operating results, accretion to earnings per share arising from the transaction, integration costs, the expected amount and timing of cost savings and operating synergies, whether and when the transaction contemplated will be consummated, and the combined company's plans, expectations, objectives, and intentions. These statements are based on information available to Ciena as of the date hereof and actual results could differ materially from those stated or implied. These statements are subject to risks and uncertainties associated with Ciena's business, which include the risk factors disclosed in Ciena's Form 10-Q filed with the SEC on September 3, 2009. Risks relating to the proposed transaction include, but are not limited to: bankruptcy and regulatory approvals may not be obtained; the anticipated benefits and synergies of the proposed transaction may not be realized; the integration could be materially delayed or may be more costly or difficult than expected; and the proposed transaction may not be consummated. Ciena assumes no obligation to update the information included in this press release, whether as a result of new information, future events or otherwise.