
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) September 22, 2006

Ciena Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-21969

(Commission File Number)

23-2725311

(IRS Employer Identification No.)

1201 Winterson Road, Linthicum, MD

(Address of Principal Executive Offices)

21090

(Zip Code)

(410) 865-8500

(Registrant's Telephone Number, Including Area Code)

(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 MODIFICATION TO RIGHTS OF SECURITY HOLDERS.

At 5:00 p.m., Eastern Time, on September 22, 2006, Ciena Corporation effected a one-for-seven reverse stock split of its common stock. Pursuant to the reverse stock split, each seven shares of authorized and outstanding common stock have been reclassified and combined into one new share of common stock. In connection with the reverse stock split, the number of shares of common stock authorized under Ciena’s Third Restated Certificate of Incorporation was correspondingly reduced from 980 million to 140 million shares, without any change in par value per common share. The reverse split did not change the number of shares of Ciena preferred stock authorized, which remains at 20 million.

The exercise or conversion price, as well as the number of shares issuable under Ciena’s outstanding stock options, warrants and convertible notes, have been proportionately adjusted to reflect the reverse stock split. The number of shares authorized for issuance under Ciena’s equity compensation plans has also been proportionately reduced to reflect the reverse stock split. Pursuant to the terms of Ciena’s Rights Agreement, the number of rights attached to each share of common stock has been proportionately increased to reflect the reverse stock split. The Certificate of Amendment to the Third Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware to effect the reverse stock split and reduce the number of shares of common stock authorized is attached to this filing as Exhibit 3.1.

ITEM 9.01 – FINANCIAL STATEMENTS AND EXHIBITS

(c) The following exhibit is being filed herewith:

<u>Exhibit Number</u>	<u>Description of Document</u>
3.1	Certificate of Amendment to the Third Restated Certificate of Incorporation, effective September 22, 2006

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 22, 2006

By: /S/ Russell B. Stevenson, Jr.
Russell B. Stevenson, Jr.
Senior Vice President, General Counsel and Secretary

**CERTIFICATE OF AMENDMENT
TO
THIRD RESTATED CERTIFICATE OF INCORPORATION
OF
CIENA CORPORATION**

Ciena Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Ciena Corporation.

2. This Amendment to Third Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

3. This Amendment to Third Restated Certificate of Incorporation amends Article Fourth of the Third Restated Certificate of Incorporation of the corporation, as heretofore amended, supplemented and restated, by deleting the first paragraph of Article Fourth thereof and substituting in lieu thereof the a new paragraph, which shall read in its entirety as follows:

FOURTH: The Corporation shall have the authority to issue two classes of shares to be designated respectively "Preferred Stock" and "Common Stock." The total number of shares of stock that the Corporation shall have the authority to issue is 160,000,000 shares of capital stock, par value \$0.01 per share. The total number of shares of Preferred Stock that the Corporation shall have authority to issue is 20,000,000, par value \$0.01 per share. The total number of shares of Common Stock which the Corporation shall have the authority to issue is 140,000,000, par value \$0.01 per share.

4. This Amendment to Third Restated Certificate of Incorporation further amends Article Fourth of the Third Restated Certificate of Incorporation of the corporation, as heretofore amended, supplemented and restated, by adding at the end of Article Fourth a new paragraph, which shall read in its entirety as follows:

Upon the filing and effectiveness (the "Effective Time") of this amendment to the Corporation's Certificate of Incorporation pursuant to the Delaware General Corporation Law, each seven shares of the Common Stock (the "Old Common Stock") issued and outstanding immediately prior to the Effective Time shall be reclassified and combined into one validly issued, fully paid and non-assessable share of the Corporation's common stock, \$.01 par value per share (the "New Common Stock"), without any action by the holder thereof. The Corporation shall not issue fractions of shares of New Common Stock in connection with such reclassification and combination. Shareholders who, immediately prior to the Effective Time, own a number of shares of Old Common Stock which is not evenly divisible by seven shall, with respect to such fractional interest, be entitled to receive cash from the Corporation in lieu of fractions of shares of New Common Stock from the disposition of such fractional interest as provided below. The Corporation shall arrange for the disposition of fractional interests by those otherwise entitled thereto, by the mechanism of having (x) the transfer agent of the Corporation aggregate such fractional interests and (y) the shares resulting from the aggregation sold and (z) the net proceeds received from the sale be allocated and distributed among the holders of the fractional interests as their respective interests

appear. Each certificate that theretofore represented shares of Old Common Stock shall thereafter represent that number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified and combined; provided, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled under the foregoing reclassification and combination.

5. This Amendment to Third Restated Certificate of Incorporation shall be effective at 5:00 p.m., Eastern Time, on September 22, 2006.

IN WITNESS WHEREOF, this Certificate of Amendment to Third Restated Certificate of Incorporation has been executed by a duly authorized officer of the corporation this 19th day of September, 2006.

Ciena Corporation

By: /S/ Joseph R. Chinnici

Name: Joseph R. Chinnici
Title: Senior Vice President and
Chief Financial Officer