

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): June 3, 2021

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 2.02 – RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On June 3 2021, Ciena Corporation ("Ciena") issued a press release announcing its financial results for its second fiscal quarter ended May 1, 2021. The text of the press release is furnished as Exhibit 99.1 to this Report. As discussed in this press release, Ciena will be hosting an investor call to discuss its results of operations for its second fiscal quarter ended May 1, 2021.

In conjunction with the issuance of this press release, Ciena posted to the quarterly results page of the Investors section of www.ciena.com an accompanying investor presentation. The investor presentation is furnished as Exhibit 99.2 to this Report.

The information in Exhibits 99.1 and 99.2, as well as Item 2.02 of this Report shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933, as amended. Investors are encouraged to review the "Investors" page of our website at www.ciena.com because, as with the other disclosure channels that we use, from time to time we may post material information exclusively on that site.

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 99.1	Text of Press Release dated June 3, 2021, issued by Ciena Corporation, reporting its results of operations for its second fiscal quarter ended May 1, 2021.
Exhibit 99.2	Investor Presentation for Ciena Corporation's second fiscal quarter ended May 1, 2021.
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: June 3, 2021

By: /s/ David M. Rothenstein
David M. Rothenstein
Senior Vice President, General Counsel and Secretary

FOR IMMEDIATE RELEASE

Ciena Reports Fiscal Second Quarter 2021 Financial Results

HANOVER, Md. - June 3, 2021 - [Ciena](#)[®] Corporation (NYSE: CIEN), a networking systems, services and software company, today announced unaudited financial results for its fiscal second quarter ended May 1, 2021.

- **Q2 Revenue:** \$833.9 million
- **Q2 Net Income per Share:** \$0.66 GAAP; \$0.62 adjusted (non-GAAP)
- **Share Repurchases:** Repurchased approximately 0.5 million shares of common stock for an aggregate price of \$26.2 million during the quarter

“We delivered strong fiscal second quarter results as we continued to see encouraging signs in the market environment, including improvements in customer spending,” said Gary Smith, president and CEO of Ciena. “These dynamics, combined with our business and financial performance in the first half of the year, give us strong visibility and confidence in our ability to achieve our financial targets as we move through the year.”

For the fiscal second quarter 2021, Ciena reported revenue of \$833.9 million as compared to \$894.1 million for the fiscal second quarter 2020.

Ciena's GAAP net income for the fiscal second quarter 2021 was \$103.1 million, or \$0.66 per diluted common share, which compares to a GAAP net income of \$91.7 million, or \$0.59 per diluted common share, for the fiscal second quarter 2020. Ciena's GAAP net income for the second quarter of 2021 benefited from recording \$40.4 million in pre-tax amounts from the Canadian Emergency Wage Subsidy program. See APPENDIX A - Reconciliation of Adjusted (Non- GAAP) Quarterly Measures for more information and a reconciliation of our adjusted (non-GAAP) net income which excludes the effect of these amounts.

Ciena's adjusted (non-GAAP) net income for the fiscal second quarter 2021 was \$97.6 million, or \$0.62 per diluted common share, which compares to an adjusted (non-GAAP) net income of \$117.4 million, or \$0.76 per diluted common share, for the fiscal second quarter 2020.

Fiscal Second Quarter 2021 Performance Summary

The tables below (in millions, except percentage data) provide comparisons of certain quarterly results to the prior year. Appendices A and B set forth reconciliations between the GAAP and adjusted (non-GAAP) measures contained in this release.

	GAAP Results		
	Q2		Y-T-Y*
	FY 2021	FY 2020	
Revenue	\$ 833.9	\$ 894.1	(6.7)%
Gross margin	49.5 %	46.2 %	3.3 %
Operating expense	\$ 278.8	\$ 285.8	(2.5)%
Operating margin	16.0 %	14.3 %	1.7 %

	Non-GAAP Results		
	Q2		Y-T-Y*
	FY 2021	FY 2020	
Revenue	\$ 833.9	\$ 894.1	(6.7)%
Adj. gross margin	49.2 %	46.9 %	2.3 %
Adj. operating expense	\$ 278.7	\$ 258.7	7.7 %
Adj. operating margin	15.8 %	17.9 %	(2.1)%
Adj. EBITDA	\$ 156.2	\$ 183.0	(14.6)%

* Denotes % change, or in the case of margin, absolute change

	Revenue by Segment			
	Q2 FY 2021		Q2 FY 2020	
	Revenue	%**	Revenue	%**
Networking Platforms				
Converged Packet Optical	\$ 573.7	68.8	\$ 654.3	73.2
Routing and Switching ⁽¹⁾	63.6	7.6	64.2	7.2
Total Networking Platforms	637.3	76.4	718.5	80.4
Platform Software and Services	56.7	6.8	45.0	5.0
Blue Planet Automation Software and Services	23.9	2.9	15.0	1.7
Global Services				
Maintenance Support and Training	70.4	8.4	71.5	8.0
Installation and Deployment	38.0	4.6	34.2	3.8
Consulting and Network Design	7.6	0.9	9.9	1.1
Total Global Services	116.0	13.9	115.6	12.9
Total	\$ 833.9	100.0	\$ 894.1	100.0

** Denotes % of total revenue

⁽¹⁾ Ciena renamed its former "Packet Networking" product line "Routing and Switching" effective as of the beginning of fiscal 2021. This change, affecting only the presentation of such information, was made on a prospective basis and does not impact comparability of previous financial results or the composition of this product category.

Additional Performance Metrics for Fiscal Second Quarter 2021

	Revenue by Geographic Region			
	Q2 FY 2021		Q2 FY 2020	
	Revenue	% **	Revenue	% **
Americas	\$ 587.5	70.4	\$ 650.4	72.7
Europe, Middle East and Africa	155.0	18.6	141.4	15.8
Asia Pacific	91.4	11.0	102.3	11.5
Total	\$ 833.9	100.0	\$ 894.1	100.0

** Denotes % of total revenue

- One 10%-plus customer represented a total of 15% of revenue
- Cash and investments totaled \$1.4 billion
- Cash flow from operations totaled \$225.0 million
- Average days' sales outstanding (DSOs) were 86
- Accounts receivable, net balance was \$716.8 million
- Unbilled contract asset, net balance was \$81.4 million
- Inventories totaled \$401.2 million, including:
 - Raw materials: \$139.4 million
 - Work in process: \$10.8 million
 - Finished goods: \$234.2 million
 - Deferred cost of sales: \$57.4 million
 - Reserve for excess and obsolescence: \$(40.6) million
- Product inventory turns were 3.4
- Headcount totaled 7,077

Supplemental Materials and Live Web Broadcast of Unaudited Fiscal Second Quarter 2021 Results

Today, Thursday, June 3, 2021, in conjunction with this announcement, Ciena has posted to the Quarterly Results page of the Investor Relations section of its website an accompanying investor presentation for its unaudited fiscal second quarter 2021 results.

Ciena's management will also host a discussion today with investors and financial analysts that will include the Company's outlook. The live audio web broadcast beginning at 8:30 a.m. Eastern will be accessible via www.ciena.com. An archived replay of the live broadcast will be available shortly following its conclusion on the Investor Relations page of Ciena's website.

Notes to Investors

Forward-Looking Statements. You are encouraged to review the Investors section of our website, where we routinely post press releases, Securities and Exchange Commission ("SEC") filings, recent news, financial results, supplemental financial information, and other announcements. From time to time we exclusively post material information to this website along with other disclosure channels that we use. This press release contains certain forward-looking statements that involve risks and uncertainties. These statements are based on current expectations, forecasts, assumptions and other information available to the Company as of the date hereof. 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 in this release include: "We delivered strong fiscal second quarter results as we continued to see encouraging signs in the market environment, including improvements in customer spending," and "These dynamics, combined with our business

and financial performance in the first half of the year, give us strong visibility and confidence in our ability to achieve our financial targets as we move through the year.”

Ciena's actual results, performance or events may differ materially from these forward-looking statements made or implied due to a number of risks and uncertainties relating to Ciena's business, including: the effect of broader economic and market conditions on our customers and their business; our ability to execute successfully our business and growth strategies; the duration and severity of the COVID-19 pandemic and its impact on macroeconomic conditions, economic activity, demand for our technology solutions, short- and long-term changes in customer or end user needs, continuity of supply chain, our business operations, liquidity, and financial results; changes in network spending or network strategy by customers; seasonality and the timing and size of customer orders, including our ability to recognize revenue relating to such sales; the level of competitive pressure we encounter; the product, customer and geographic mix of sales within the period; supply chain disruptions; changes in foreign currency exchange rates affecting revenue and operating expense; factors beyond our control such as natural disasters, acts of war or terrorism, and public health emergencies; the impact of the Tax Cuts and Jobs Act; changes in tax or trade regulations, including the imposition of tariffs, duties or efforts to withdraw from or materially modify international trade agreements; changes in estimates of prospective income tax rates and any adjustments to Ciena's provisional estimates whether related to further guidance, analysis or otherwise; and the other risk factors disclosed in its Annual Report on Form 10-K filed with the SEC on December 18, 2020 and included in its Quarterly Report on Form 10-Q for the second quarter of fiscal 2021 to be filed with the SEC. Ciena assumes no obligation to update any forward-looking information included in this press release.

Non-GAAP Presentation of Quarterly and Annual Results. This release includes non-GAAP measures of Ciena's gross profit, operating expense, income from operations, earnings before interest, tax, depreciation and amortization (EBITDA), Adjusted EBITDA, and measures of net income and net income per share. In evaluating the operating performance of Ciena's business, management excludes certain charges and credits that are required by GAAP. These items share one or more of the following characteristics: they are unusual and Ciena does not expect them to recur in the ordinary course of its business; they do not involve the expenditure of cash; they are unrelated to the ongoing operation of the business in the ordinary course; or their magnitude and timing is largely outside of Ciena's control. Management believes that the non-GAAP measures below provide management and investors useful information and meaningful insight to the operating performance of the business. The presentation of these non-GAAP financial measures should be considered in addition to Ciena's GAAP results and these measures are not intended to be a substitute for the financial information prepared and presented in accordance with GAAP. Ciena's non-GAAP measures and the related adjustments may differ from non-GAAP measures used by other companies and should only be used to evaluate Ciena's results of operations in conjunction with our corresponding GAAP results. To the extent not previously disclosed in a prior Ciena financial results press release, Appendices A and B to this press release set forth a complete GAAP to non-GAAP reconciliation of the non-GAAP measures contained in this release.

About Ciena. Ciena (NYSE: CIEN) is a networking systems, services and software company. We provide solutions that help our customers create the Adaptive Network™ in response to the constantly changing demands of their users. By delivering best-in-class networking technology through high-touch consultative relationships, we build the world's most agile networks with automation, openness and scale. For updates on Ciena, follow us on Twitter @Ciena, LinkedIn, the Ciena Insights blog, or visit www.ciena.com.

CIENA CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)
(unaudited)

	Quarter Ended		Six Months Ended	
	May 1, 2021	May 2, 2020	May 1, 2021	May 2, 2020
Revenue:				
Products	\$ 670,043	\$ 739,892	\$ 1,267,263	\$ 1,427,107
Services	163,884	154,161	323,794	299,858
Total revenue	833,927	894,053	1,591,057	1,726,965
Cost of goods sold:				
Products	339,601	405,138	654,699	794,151
Services	81,907	75,589	166,048	148,953
Total cost of goods sold	421,508	480,727	820,747	943,104
Gross profit	412,419	413,326	770,310	783,861
Operating expenses:				
Research and development	110,246	131,530	242,987	262,430
Selling and marketing	110,387	101,214	207,665	208,280
General and administrative	43,635	42,030	83,628	84,498
Amortization of intangible assets	6,019	5,839	11,929	11,692
Significant asset impairments and restructuring costs	8,209	3,811	14,076	8,283
Acquisition and integration costs	294	1,414	601	3,233
Total operating expenses	278,790	285,838	560,886	578,416
Income from operations	133,629	127,488	209,424	205,445
Interest and other income (loss), net	(1,274)	(2,665)	(2,395)	981
Interest expense	(7,785)	(7,860)	(15,145)	(16,675)
Loss on extinguishment and modification of debt	—	—	—	(646)
Income before income taxes	124,570	116,963	191,884	189,105
Provision for income taxes	21,453	25,308	33,419	35,122
Net income	\$ 103,117	\$ 91,655	\$ 158,465	\$ 153,983
Net Income per Common Share				
Basic net income per common share	\$ 0.66	\$ 0.60	\$ 1.02	\$ 1.00
Diluted net income per potential common share	\$ 0.66	\$ 0.59	\$ 1.01	\$ 0.99
Weighted average basic common shares outstanding	155,331	153,858	155,257	154,099
Weighted average dilutive potential common shares outstanding¹	156,876	155,141	156,734	155,443

¹ Weighted average dilutive potential common shares outstanding used in calculating GAAP diluted net income per potential common share for the second quarter of fiscal 2021 includes 1.5 million shares underlying certain stock option and stock unit awards.

Weighted average dilutive potential common shares outstanding used in calculating GAAP diluted net income per potential common share for the first six months of fiscal 2021 includes 1.5 million shares underlying certain stock option and stock unit awards.

Weighted average dilutive potential common shares outstanding used in calculating GAAP diluted net income per potential common share for the second quarter of fiscal 2020 includes 1.3 million shares underlying certain stock option and stock unit awards.

Weighted average dilutive potential common shares outstanding used in calculating GAAP diluted net income per potential common share for the first six months of fiscal 2020 includes 1.3 million shares underlying certain stock option and stock unit awards.

CIENA CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)
(unaudited)

	May 1, 2021	October 31, 2020
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,202,974	\$ 1,088,624
Short-term investments	151,816	150,667
Accounts receivable, net	716,779	719,405
Inventories	401,233	344,379
Prepaid expenses and other	321,651	308,084
Total current assets	2,794,453	2,611,159
Long-term investments	91,715	82,226
Equipment, building, furniture and fixtures, net	298,329	272,377
Operating lease right-of-use assets	50,997	57,026
Goodwill	311,734	310,847
Other intangible assets, net	82,879	96,647
Deferred tax asset, net	653,922	647,805
Other long-term assets	103,984	102,830
Total assets	<u>\$ 4,388,013</u>	<u>\$ 4,180,917</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 279,247	\$ 291,904
Accrued liabilities and other short-term obligations	330,060	334,132
Deferred revenue	147,075	108,700
Operating lease liabilities	19,364	19,035
Current portion of long-term debt	6,930	6,930
Total current liabilities	782,676	760,701
Long-term deferred revenue	57,224	49,663
Other long-term obligations	127,700	123,185
Long-term operating lease liabilities	53,795	61,415
Long-term debt, net	673,355	676,356
Total liabilities	<u>\$ 1,694,750</u>	<u>\$ 1,671,320</u>
Stockholders' equity:		
Preferred stock – par value \$0.01; 20,000,000 shares authorized; zero shares issued and outstanding	—	—
Common stock – par value \$0.01; 290,000,000 shares authorized; 154,962,122 and 154,563,005 shares issued and outstanding	1,550	1,546
Additional paid-in capital	6,813,215	6,826,531
Accumulated other comprehensive gain (loss)	5,361	(35,358)
Accumulated deficit	(4,126,863)	(4,283,122)
Total stockholders' equity	<u>2,693,263</u>	<u>2,509,597</u>
Total liabilities and stockholders' equity	<u>\$ 4,388,013</u>	<u>\$ 4,180,917</u>

CIENA CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands) (unaudited)

	Six Months Ended	
	May 1, 2021	May 2, 2020
Cash flows provided by operating activities:		
Net income	\$ 158,465	\$ 153,983
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of equipment, building, furniture and fixtures, and amortization of leasehold improvements	47,295	48,381
Share-based compensation costs	40,499	33,579
Amortization of intangible assets	18,517	19,361
Deferred taxes	(9,606)	25,420
Provision for inventory excess and obsolescence	10,402	12,640
Provision for warranty	7,937	13,793
Other	5,928	16,190
Changes in assets and liabilities:		
Accounts receivable	(180)	15,865
Inventories	(66,934)	5,618
Prepaid expenses and other	(8,565)	(54,839)
Operating lease right-of-use assets	8,253	8,642
Accounts payable, accruals and other obligations	(30,108)	(151,713)
Deferred revenue	45,482	(5,679)
Short and long-term operating lease liabilities	(9,726)	(10,311)
Net cash provided by operating activities	<u>217,659</u>	<u>130,930</u>
Cash flows used in investing activities:		
Payments for equipment, furniture, fixtures and intellectual property	(51,651)	(45,458)
Purchase of available for sale securities	(102,429)	(40,894)
Proceeds from maturities of available for sale securities	91,810	60,000
Settlement of foreign currency forward contracts, net	9,414	(3,836)
Acquisition of business, net of cash acquired	—	(28,300)
Proceeds from sale of equity investment	4,678	—
Net cash used in investing activities	<u>(48,178)</u>	<u>(58,488)</u>
Cash flows used in financing activities:		
Payment of long term debt	(3,465)	(1,733)
Payment of debt issuance costs	—	(382)
Payment of finance lease obligations	(1,463)	(1,381)
Shares repurchased for tax withholdings on vesting of restricted stock units	(27,893)	(18,200)
Repurchases of common stock - repurchase program	(38,498)	(74,535)
Proceeds from issuance of common stock	13,480	12,290
Net cash used in financing activities	<u>(57,839)</u>	<u>(83,941)</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	2,696	(4,876)
Net increase (decrease) in cash, cash equivalents and restricted cash	114,338	(16,375)
Cash, cash equivalents and restricted cash at beginning of period	1,088,708	904,161
Cash, cash equivalents and restricted cash at end of period	<u>\$ 1,203,046</u>	<u>\$ 887,786</u>
Supplemental disclosure of cash flow information		
Cash paid during the period for interest	\$ 14,949	\$ 17,590
Cash paid during the period for income taxes, net	\$ 27,666	\$ 22,011
Operating lease payments	\$ 10,785	\$ 11,409
Non-cash investing and financing activities		
Purchase of equipment in accounts payable	\$ 4,966	\$ 4,480
Repurchase of common stock in accrued liabilities from repurchase program	\$ 900	\$ —
Operating lease right-of-use assets subject to lease liability	\$ 1,770	\$ 4,887

**APPENDIX A - Reconciliation of Adjusted (Non- GAAP) Quarterly Measures
(in thousands, except per share data) (unaudited)**

	Quarter Ended	
	May 1, 2021	May 2, 2020
Gross Profit Reconciliation (GAAP/non-GAAP)		
GAAP gross profit	\$ 412,419	\$ 413,326
Share-based compensation-products	498	827
Share-based compensation-services	1,421	1,036
Canadian Emergency Wage Subsidy-products	(4,189)	—
Canadian Emergency Wage Subsidy-services	(2,620)	—
Amortization of intangible assets	2,856	3,835
Total adjustments related to gross profit	(2,034)	5,698
Adjusted (non-GAAP) gross profit	\$ 410,385	\$ 419,024
Adjusted (non-GAAP) gross profit percentage	49.2 %	46.9 %
Operating Expense Reconciliation (GAAP/non-GAAP)		
GAAP operating expense	\$ 278,790	\$ 285,838
Share-based compensation-research and development	5,844	4,822
Share-based compensation-sales and marketing	6,610	5,264
Share-based compensation-general and administrative	6,743	5,975
Canadian Emergency Wage Subsidy-research and development	(28,923)	—
Canadian Emergency Wage Subsidy-sales and marketing	(2,551)	—
Canadian Emergency Wage Subsidy-general and administrative	(2,161)	—
Amortization of intangible assets	6,019	5,839
Significant asset impairments and restructuring costs	8,209	3,811
Acquisition and integration costs	294	1,414
Total adjustments related to operating expense	84	27,125
Adjusted (non-GAAP) operating expense	\$ 278,706	\$ 258,713
Income from Operations Reconciliation (GAAP/non-GAAP)		
GAAP income from operations	\$ 133,629	\$ 127,488
Total adjustments related to gross profit	(2,034)	5,698
Total adjustments related to operating expense	84	27,125
Total adjustments related to income from operations	(1,950)	32,823
Adjusted (non-GAAP) income from operations	\$ 131,679	\$ 160,311
Adjusted (non-GAAP) operating margin percentage	15.8 %	17.9 %
Net Income Reconciliation (GAAP/non-GAAP)		
GAAP net income	\$ 103,117	\$ 91,655
Exclude GAAP provision for income taxes	21,453	25,308
Income before income taxes	124,570	116,963
Total adjustments related to income from operations	(1,950)	32,823
Unrealized loss on equity investment	165	—
Adjusted income before income taxes	122,785	149,786
Non-GAAP tax provision on adjusted income before income taxes	25,171	32,354
Adjusted (non-GAAP) net income	\$ 97,614	\$ 117,432
Weighted average basic common shares outstanding	155,331	153,858
Weighted average dilutive potential common shares outstanding ¹	156,876	155,141

**APPENDIX A - Reconciliation of Adjusted (Non- GAAP) Quarterly Measures
(in thousands, except per share data) (unaudited)**

	Quarter Ended	
	May 1, 2021	May 2, 2020
Net Income per Common Share		
GAAP diluted net income per common share	\$ 0.66	\$ 0.59
Adjusted (non-GAAP) diluted net income per potential common share	\$ 0.62	\$ 0.76

¹ Weighted average dilutive potential common shares outstanding used in calculating Adjusted (non-GAAP) diluted net income per potential common share for the second quarter of fiscal 2021 includes 1.5 million shares underlying certain stock option and stock unit awards.

Weighted average dilutive potential common shares outstanding used in calculating Adjusted (non-GAAP) diluted net income per potential common share for the second quarter of fiscal 2020 includes 1.3 million shares underlying certain stock option and stock unit awards.

APPENDIX B - Calculation of EBITDA and Adjusted EBITDA (unaudited)
(in thousands) (unaudited)

	Quarter Ended	
	May 1, 2021	May 2, 2020
Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)		
Net income (GAAP)	\$ 103,117	\$ 91,655
Add: Interest expense	7,785	7,860
Add: Interest and other loss, net	1,274	2,665
Add: Provision for income taxes	21,453	25,308
Add: Depreciation of equipment, building, furniture and fixtures, and amortization of leasehold improvements	24,107	22,599
Add: Amortization of intangible assets	8,875	9,674
EBITDA	\$ 166,611	\$ 159,761
Less: Canadian Emergency Wage Subsidy	40,444	—
Add: Share-based compensation cost	21,535	17,977
Add: Significant asset impairments and restructuring costs	8,209	3,811
Add: Acquisition and integration costs	294	1,414
Adjusted EBITDA	\$ 156,205	\$ 182,963

* * *

The adjusted (non-GAAP) measures above and their reconciliation to Ciena's GAAP results for the periods presented reflect adjustments relating to the following items:

- *Share-based compensation* - a non-cash expense incurred in accordance with share-based compensation accounting guidance.
- *Canadian Emergency Wage Subsidy* - a program introduced by the Government of Canada to offset a portion of employee wages for a limited period in response to COVID-19 outbreak.
- *Amortization of intangible assets* - a non-cash expense arising from the acquisition of intangible assets, principally developed technologies and customer-related intangibles, that Ciena is required to amortize over its expected useful life.
- *Significant asset impairments and restructuring costs* - costs incurred as a result of restructuring activities taken to align resources with perceived market opportunities and the redesign of business processes.
- *Acquisition and integration costs* - includes costs of acquisition compensation associated with a three-year earn-out arrangement related to the DonRiver acquisition in fiscal 2018. Ciena does not believe that these costs are reflective of its ongoing operating expense following its completion of these integration activities.
- *Unrealized loss on equity investment* - reflects a change in the carrying value of a certain cost method equity investment.
- *Non-GAAP tax provision* - consists of current and deferred income tax expense commensurate with the level of adjusted income before income taxes and utilizes a current, blended U.S. and foreign statutory annual tax rate of 20.5% for the second fiscal quarter of 2021 and 21.6% for the second fiscal quarter of 2020. This rate may be subject to change in the future, including as a result of changes in tax policy or tax strategy.



Ciena Corporation

Earnings Presentation

Period ended May 1, 2021

June 3, 2021

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Forward-looking statements and non-GAAP measures

Information in this presentation and related comments of presenters contain a number of forward-looking statements that involve risks and uncertainties. These statements are based on current expectations, forecasts, assumptions and other information available to the Company as of the date hereof. Forward-looking statements include Ciena's prospective financial results, return of capital plans, business strategies, expectations about its addressable markets and market share, and business outlook for the future, as well as statements regarding Ciena's expectations, beliefs, intentions or strategies regarding the future. Often, these can be identified by forward-looking words such as "target," "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "should," "will," "plan," "predict," "potential," "project," "continue," and "would" or similar words.

Ciena's actual results, performance or events may differ materially from these forward-looking statements made or implied due to a number of risks and uncertainties in Ciena's business, including: the effect of broader economic and market conditions on our customers and their business; our ability to execute successfully our business growth strategies; the duration and severity of the COVID-19 pandemic and its impact on macroeconomic conditions, economic activity, demand for our technology and short- and long-term changes in customer or end user needs, continuity of supply chain, our business operations, liquidity and financial results; changes in network strategy by our customers; seasonality and the timing and size of customer orders, including our ability to recognize revenue relating to such sales; the level of competitive pressure we encounter; the product, customer and geographic mix of sales within the period; supply chain disruptions and the level of success relating to optimize Ciena's operations; changes in foreign currency exchange rates affecting revenue and operating expense; factors beyond our control such as natural disasters, war or terrorism, and public health emergencies, including the COVID-19 pandemic; the impact of the Tax Cuts and Jobs Act; changes in tax or trade regulations, including imposition of tariffs, duties or efforts to withdraw from or materially modify international trade agreements; changes in estimates of prospective income tax rates and other adjustments to Ciena's provisional estimates whether related to further guidance, analysis or otherwise; and the other risk factors disclosed in Ciena's periodic reports to the Securities and Exchange Commission (SEC) including Ciena's Annual Report on Form 10-K filed with the SEC on December 18, 2020 and Ciena's Quarterly Report on Form 10-Q for the second quarter of fiscal 2021 to be filed with the SEC.

All information, statements, and projections in this presentation and the related earnings call speak only as of the date of this presentation and related earnings call. Ciena assumes no obligation to update any forward-looking or other information included in this presentation or related earnings calls, whether as a result of new information events or otherwise.

In addition, this presentation includes historical, and may include prospective, non-GAAP measures of Ciena's gross margin, operating expense, operating profit, EBITDA, income, and net income per share. These measures are not intended to be a substitute for financial information presented in accordance with GAAP. A reconciliation of non-GAAP measures used in this presentation to Ciena's GAAP results for the relevant period can be found in the Appendix to this presentation. Additional information can be found in our press release filed this morning and in our reports on Forms 10-K and 10-Q filed with the Securities and Exchange Commission.

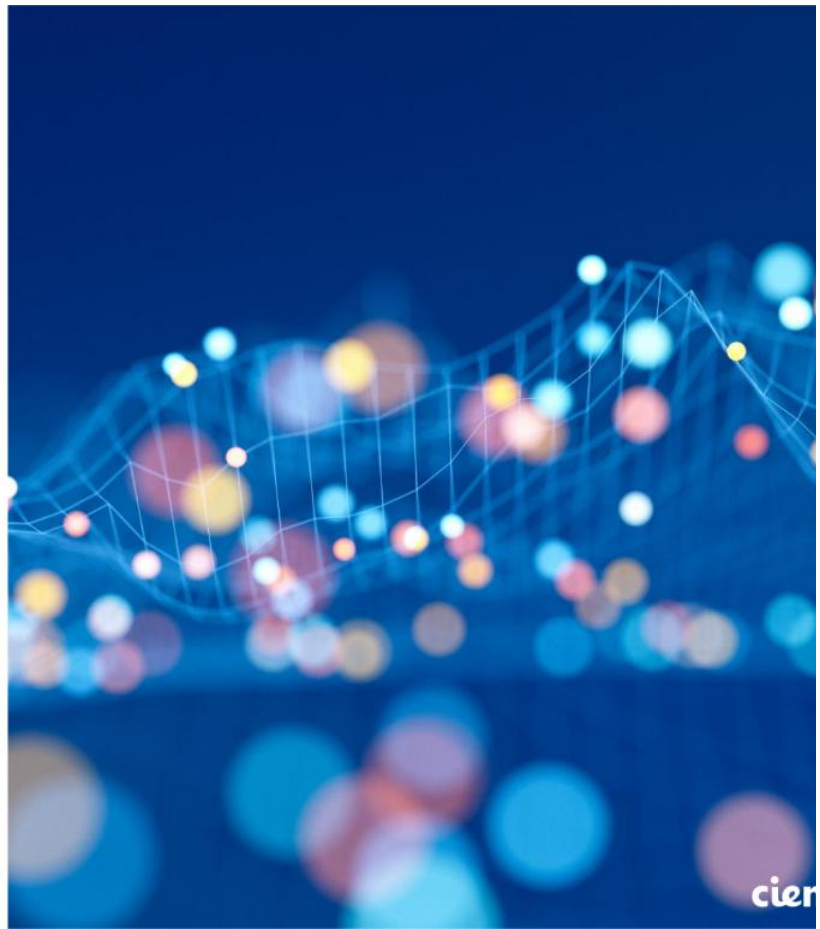
COVID-19 response

Safety and community	Business continuity	Financial strength
<ul style="list-style-type: none">• Prioritizing health of employees and following CDC guidance for employers• The vast majority of our employees are working remotely• Instituted pandemic employee benefits• Enhanced our corporate charitable matching program for employee donations and volunteering <p>Result: Our employees have excelled through their continued focus, strength and kindness</p>	<ul style="list-style-type: none">• Supply chain design and business continuity planning has enabled us to continue to support customers and mitigate disruption• Significant IT investment in digital platforms and virtual collaboration tools has enabled a seamless transition to remote working <p>Result: We are well positioned to manage through the current set of challenges presented by COVID-19</p>	<ul style="list-style-type: none">• We have a strong balance sheet and have demonstrated solid cash flow generation over time• In light of our confidence around cash generation, we reinstated our share repurchase plan starting in the first quarter of 2021 <p>Result: Our financial strength provides long-term resiliency and differentiated flexibility to support our business</p>

As COVID-19 challenges vary around the world, we remain vigilant and committed to our customers and employees

Q2 FY 2021 results

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Q2 FY 2021 key achievements

We are driving the pace of innovation

- WaveLogic™ 5 Extreme (WL5e) added 16 new wins, bringing our total number of revenue customers to 95
- Blue Planet has roughly 200 total customers for our automation software and services portfolio
- Roughly a dozen wins in our Routing and Switching portfolio including global Tier 1 service providers, MSOs and enterprises

We have a durable business and financial model

- Despite headwinds from COVID-19 our profitability has remained strong
 - Adj. operating margin* was 15.8%
- Our balance sheet represents a competitive advantage
 - Ended the quarter with over \$1.4B in cash and investments
 - Leverage remains below our target level

We are committed to our people and communities

- Launched Digital Inclusion Commitment initiative with a goal to provide opportunities for 100,000 underserved students in our global communities
- Announced innovative programs with customers to promote our digital inclusion mission
- Supporting our employees through empowering programs, a focus on well-being and commitment to diversity, inclusion and belonging

In this challenging period we continued to drive the pace of innovation and demonstrate resilience while focusing on kindness to others

* A reconciliation of these non-GAAP measures to our GAAP results is included in the appendix to this presentation.

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Market context

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Several mega trends and the innovations that will enable them

Cloud



Data Center



IoT & Connected Objects



Fiber Deep
(Cable/MSO)



Mobility & 5G



Living a Hybrid Life



Market leadership



#1 GLOBALLY

- DATA CENTER INTERCONNECT
- DATA CENTER INTERCONNECT FOR ICP/CNPs
- PURPOSE-BUILT/COMPACT MODULAR DCI
- OPTICAL NETWORKING FOR ICP/CNPs
- OPTICAL NETWORK HARDWARE VENDOR SCORECARD
- OPTICAL EQUIPMENT VENDOR LEADERSHIP SP SURVEY
- SLTE WDM

#1 N. AMERICA

- TOTAL OPTICAL NETWORKING
- DATA CENTER INTERCONNECT
- PURPOSE-BUILT/COMPACT MODULAR DCI
- TOTAL WDM
- LH WDM
- METRO WDM
- SLTE WDM
- ACCESS SWITCHING

#2 GLOBALLY

- TOTAL OPTICAL NETWORKING
- TOTAL WDM
- LH WDM
- ACCESS SWITCHING

Optical Networking Report, 1Q21
Data Center Interconnect Market Share Report, 1Q21
Optical Network HW Vendor Scorecard, Jun 2020
Optical Equipment Vendor Leadership Global Service Provider Survey, Dec 2019
Service Provider Routers & Switches Report, 1Q21

#1 GLOBALLY

- PURPOSE-BUILT/COMPACT MODULAR DCI
- CLOUD & COLO

#1 N. AMERICA

- TOTAL OPTICAL NETWORKING
- PURPOSE-BUILT/COMPACT MODULAR DCI
- TOTAL WDM
- LH WDM
- METRO WDM
- SLTE WDM

#2 GLOBALLY

- TOTAL OPTICAL NETWORKING
- TOTAL WDM
- SLTE WDM

Optical Transport Hardware Report, 1Q21
Transport Customer Markets Report, 4Q20
Transport Applications Report, 4Q20

#1 GLOBALLY

- DATA CENTER INTERCONNECT
- INTERNET CONTENT PROVIDER CUSTOMER
- PURPOSE-BUILT/COMPACT MODULAR DCI

#1 N. AMERICA

- TOTAL OPTICAL NETWORKING
- DATA CENTER INTERCONNECT
- OPTICAL PACKET
- TOTAL WDM
- LH WDM
- METRO WDM

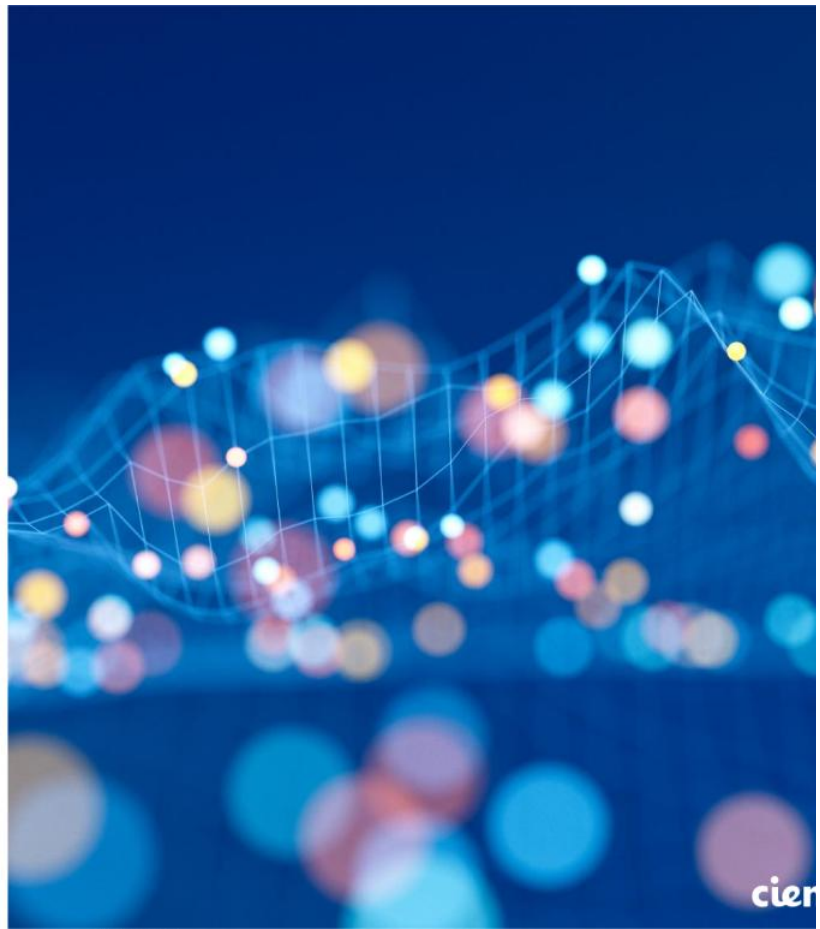
#2 GLOBALLY

- TOTAL OPTICAL NETWORKING
- OPTICAL PACKET
- TOTAL WDM
- LH WDM
- METRO WDM
- CABLE MSO CUSTOMERS

Optical Transport Report, 1Q21

Ciena's Adaptive Network™ vision and portfolio

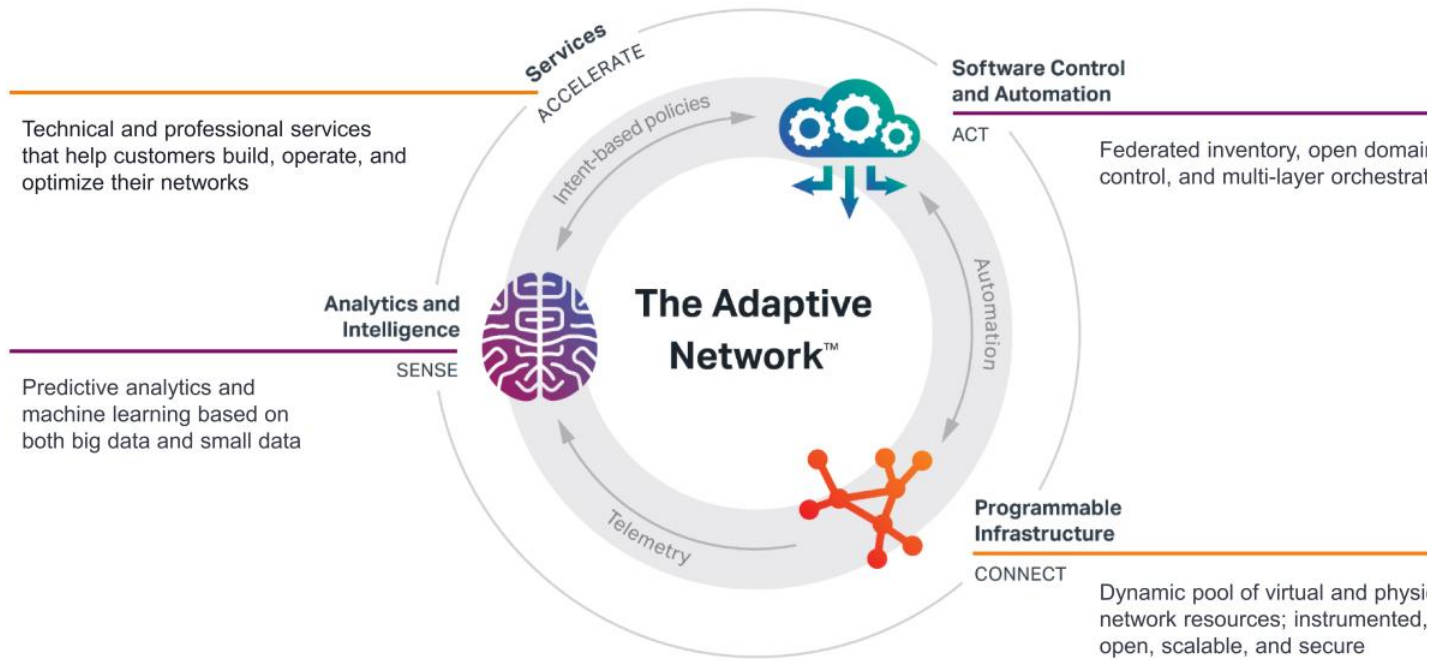
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Our vision for a new network end-state

How it works



Our portfolio

Enabling the Adaptive Network™



SOFTWARE CONTROL AND AUTOMATION

Blue Planet® multi-domain orchestration, federated inventory, and service order management solutions support the broadest range of closed-loop automation use cases across multi-layer, multi-vendor networks.

Ciena's Manage, Control and Plan (MCP) domain controller provides intelligent, data-driven software-defined programmability to lifecycle operations of Ciena networks.



ANALYTICS AND INTELLIGENCE

Ciena and Blue Planet® Unified Assurance and Analytics: Open suite of software products that unifies multi-layer, multi-domain assurance, with AI-powered analytics to provide strategic insights to transform and simplify business, IT, and network operations.

MCP Advanced Apps: Applications designed to enhance operations and simplify user experience for optimization of multi-layer network performance, featuring Liquid Spectrum™ for increased optical network capacity and service availability, and Adaptive IP™ Apps for advanced real-time visualization and analysis of IP networks.



PROGRAMMABLE INFRASTRUCTURE

Converged Packet-Optical Networking: Software-programmable platforms, featuring Ciena's award-winning WaveLogic™ Photonics with optional agnostic packet/OTN switching, designed to maximize scale, flexibility, and open networking. Optimizes network performance across applications from metro to submarine, and is the dominant portfolio used globally for Data Center Interconnect.

Routing and Switching: Purpose-built routing, switching, and x86 VNF hosting platforms—using a common Service-Aware Operating System (SAOS)—provide the building blocks for low-touch, high-velocity IP, Segment Routing, Ethernet, MPLS, and 10G PON in access to metro networks.

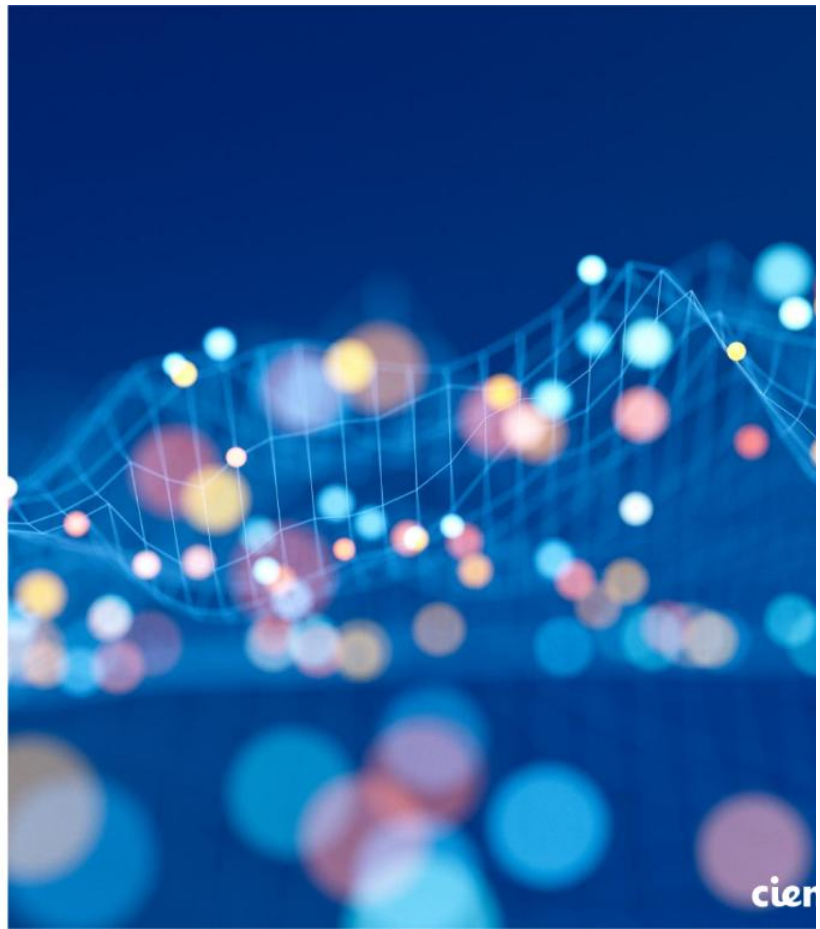
CIENA SERV

A consultative approach to build, operate, and continually improve customers' networks to accelerate their journey to the Adaptive Network.

We bring expert technical personnel, best practices, and processes—along with the most effective tools for handling network complexities to you, alongside customer support at every step of the way.

Q2 FY 2021 results

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Q2 FY 2021 key highlights

Achieving balanced growth

- Non-telco represented 43% of total revenue
 - Direct web-scale increased Works., representing 24% of total revenue
- EMEA revenue increased 10% YoY, representing nearly 19% of total revenue
- Blue Planet revenue increased 60% YoY, reaching \$24M - a record

Driving the pace of innovation

- GAAP R&D investment was approximately 13% of total revenue
- 648 100G+ total customers, which includes 17 new wins on WaveLogic Ai and 16 new wins on WaveLogic 5 Extreme
- WL5e has now shipped to 95 customers, all of whom are actively deploying the technology in their networks

Prioritizing long term shareholder value

- Total shareholder return three year CAGR of 31%*
- Adjusted gross margin improved by 230bps YoY
- Repurchased approximately 483,500 shares as part of our equity repurchase program

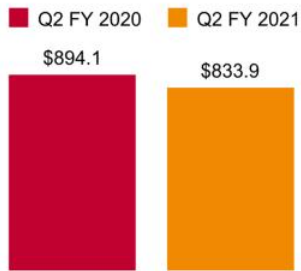
* 6/1/2018 to 5/31/2021, S&P Capital IQ

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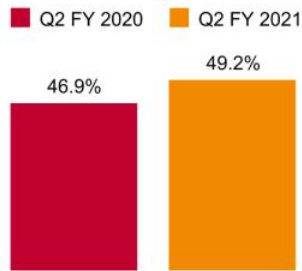
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Q2 FY 2021 comparisons (year-over-year)

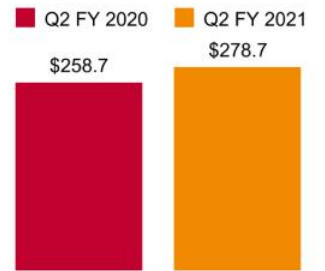
Revenue (in millions)



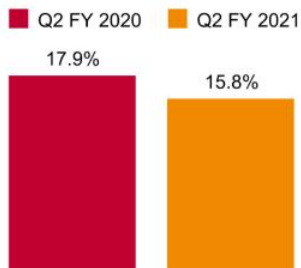
Adj. Gross Margin*



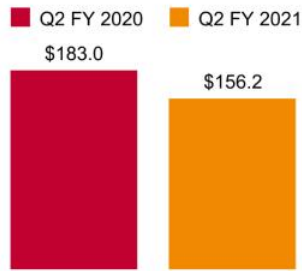
Adj. OpEx* (in millions)



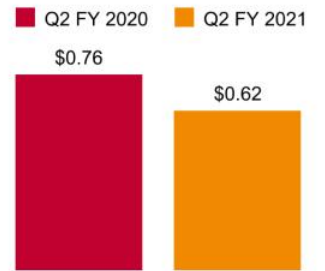
Adj. Operating Margin*



Adj. EBITDA* (in millions)



Adj. EPS*



Q2 FY 2021 comparative operating metrics

	Q2 FY 2021	Q2 FY 2020
Cash and Investments	\$1.4B	\$988.5M
Cash Flow from Operations	\$225M	\$91M
DSO	86	79
Inventory Turns	3.4	5.0
Gross Leverage	1.1x	1.4x
Net Cash (Debt)	\$696M	\$(235)M

Q2 FY 2021 comparative financial highlights

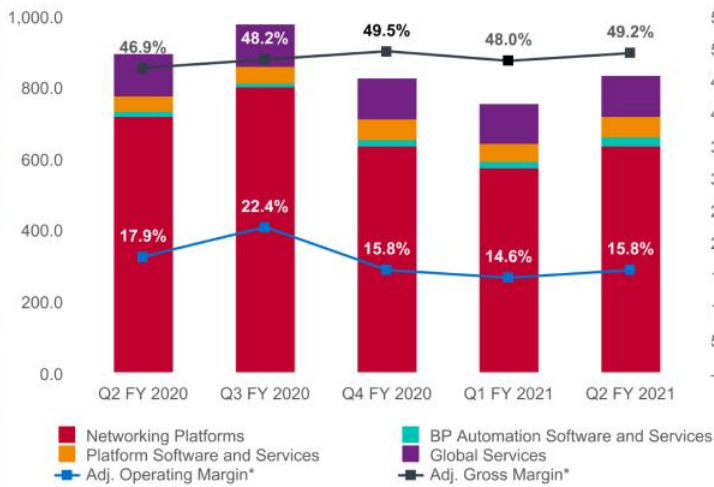
	Q2 FY 2021	Q2 FY 2020
Revenue	\$833.9M	\$894.1M
Adjusted Gross Margin*	49.2%	46.9%
Adjusted Operating Expense*	\$278.7M 33.4% / total revenue	\$258.7M 28.9% / total revenue
Adjusted Operating Margin*	15.8%	17.9%
Adjusted EBITDA*	\$156.2M	\$183.0M
Adjusted EPS*	\$0.62	\$0.76

* A reconciliation of these non-GAAP measures to our GAAP results is included in the press release for the relative period.

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Revenue by segment (Amounts in millions)

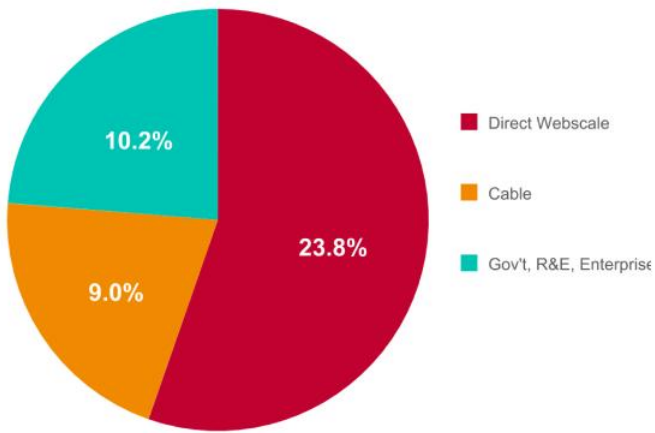


	Q2 FY 2021		Q2 FY 2020
	Revenue	%**	Revenue
Networking Platforms			
Converged Packet Optical	573.7	68.8	654.3
Routing and Switching	63.6	7.6	64.2
Total Networking Platforms	637.3	76.4	718.5
Platform Software and Services	56.7	6.8	45.0
Blue Planet Automation Software and Services	23.9	2.9	15.0
Global Services			
Maintenance Support and Training	70.4	8.4	71.5
Installation and Deployment	38.0	4.6	34.2
Consulting and Network Design	7.6	0.9	9.9
Total Global Services	116.0	13.9	115.6
Total	\$833.9	100.0 %	\$894.1

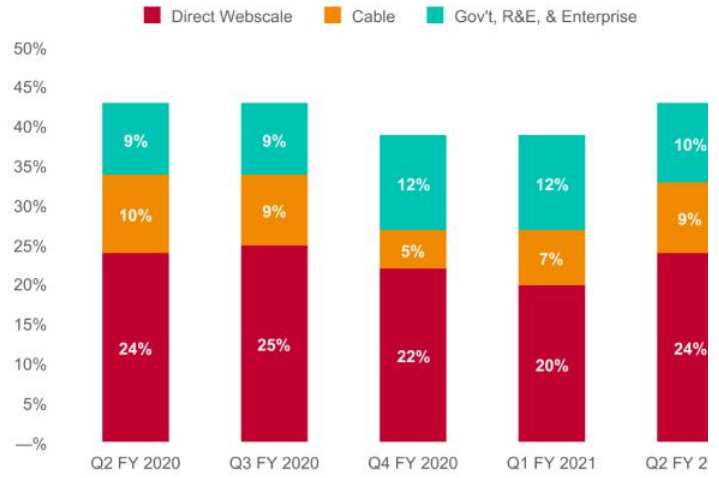
* A reconciliation of these non-GAAP measures to our GAAP results is included in the appendix to this presentation.
** Denotes % of total revenue

Continued revenue strength derived from non-telco customers*

Q2 FY 2021

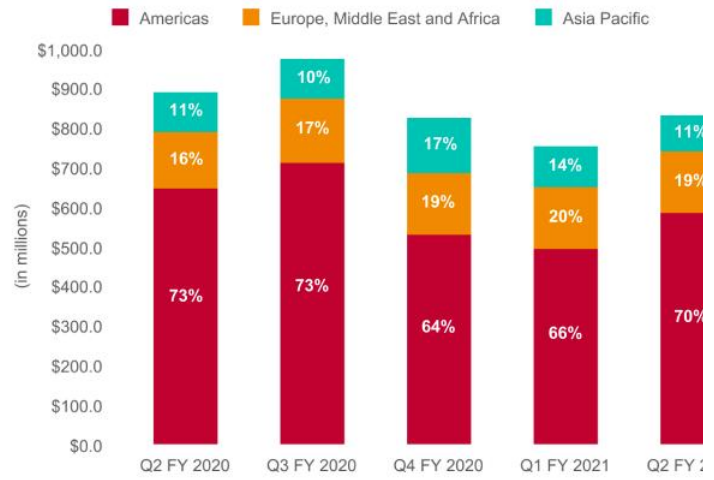
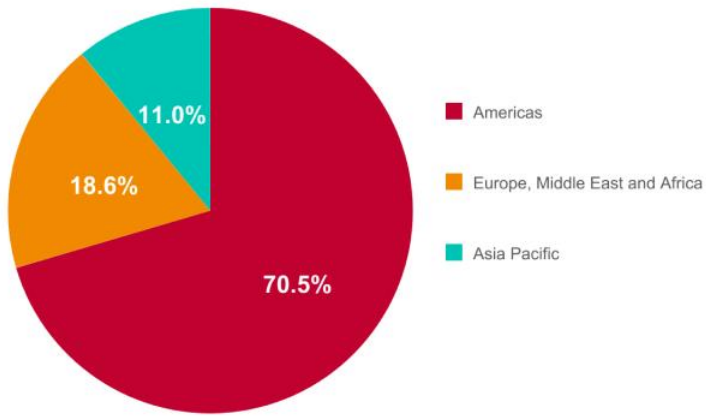


*represents 43.0% of total revenue in Q2 FY 2021



Revenue by geographic region

Q2 FY 2021

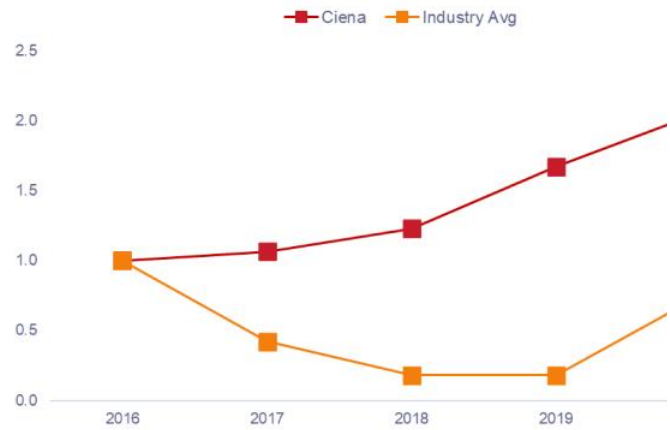


Delivering consistent financial performance

Normalized Revenue



Normalized Adjusted OM



Source: Company filings
 Industry Average: ACIA, ADTN, ADVA, CSCO, INFN^a, JNPR and NOKIA Networks segment

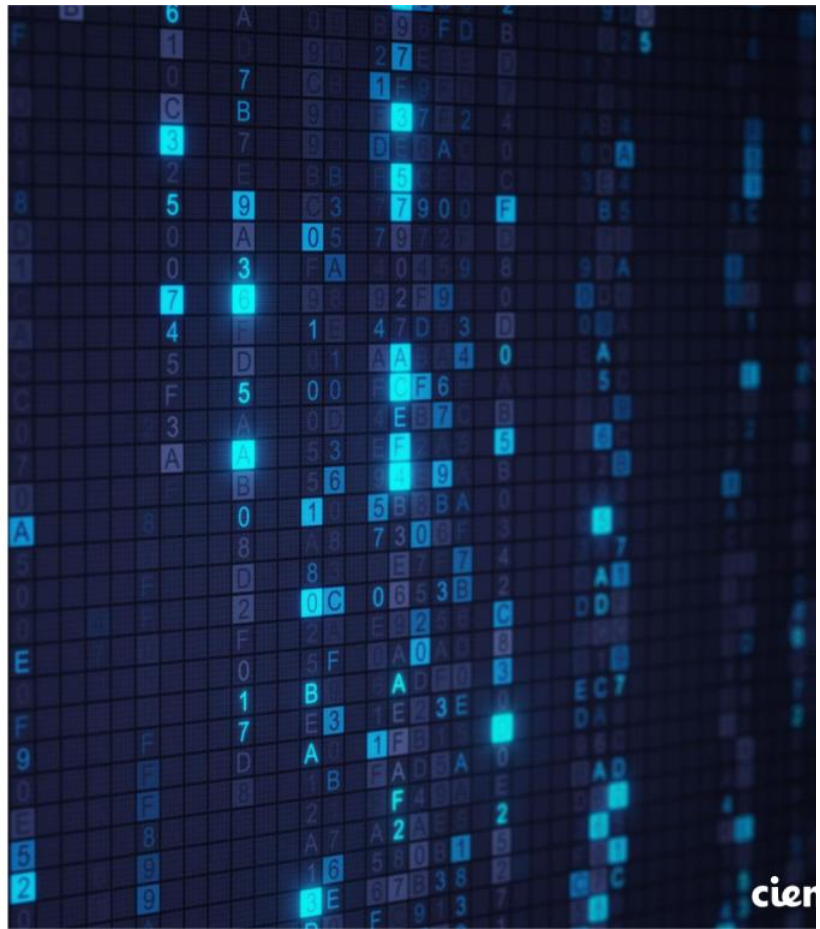
a. INFN represents INFN+Coriant from the time the acquisition closed

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Q2 FY 2021 appendix

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Gross Profit Reconciliation (Amounts in thousands)

	Q2 FY 2021	Q1 FY 2021	Q4 FY 2020	Q3 FY 2020	Q2 FY
GAAP gross profit	\$412,419	\$357,891	\$404,349	\$464,681	
Share-based compensation-products	498	953	724	960	
Share-based compensation-services	1,421	1,205	968	1,007	
Emergency Wage Subsidy - Product	(4,189)	—	—	—	
Emergency Wage Subsidy - Services	(2,620)	—	—	—	
Amortization of intangible assets	2,856	3,732	3,732	3,834	
Total adjustments related to gross profit	(2,034)	5,890	5,424	5,801	
Adjusted (non-GAAP) gross profit	\$410,385	\$363,781	\$409,773	\$470,482	
Adjusted (non-GAAP) gross profit percentage	49.2 %	48.0 %	49.5 %	48.2 %	

Operating Expense Reconciliation (Amounts in thousands)

	Q2 FY 2021	Q1 FY 2021	Q4 FY 2020	Q3 FY 2020	Q2 FY 2020
GAAP operating expense	\$278,790	\$282,096	\$310,866	\$276,645	\$276,645
Share-based compensation-research and development	5,844	4,794	4,030	4,286	4,286
Share-based compensation-sales and marketing	6,610	5,816	5,137	5,180	5,180
Share-based compensation-general and administrative	6,743	6,358	5,982	5,940	5,940
Emergency Wage Subsidy-research and development	(28,923)	—	—	—	—
Emergency Wage Subsidy-sales and marketing	(2,551)	—	—	—	—
Emergency Wage Subsidy-general and administrative	(2,161)	—	—	—	—
Amortization of intangible assets	6,019	5,910	5,851	5,840	5,840
Significant asset impairments and restructuring costs	8,209	5,867	7,854	6,515	6,515
Acquisition and integration costs (recoveries)	294	307	3,127	(2,329)	(2,329)
Total adjustments related to operating expense	84	29,052	31,981	25,432	25,432
Adjusted (non-GAAP) operating expense	\$278,706	\$253,044	\$278,885	\$251,213	\$251,213

Income from Operations Reconciliation (Amounts in thousands)

	Q2 FY 2021	Q1 FY 2021	Q4 FY 2020	Q3 FY 2020	Q2 FY 2020
GAAP income from operations	\$133,629	\$75,795	\$93,483	\$188,036	\$188,036
Total adjustments related to gross profit	(2,034)	5,890	5,424	5,801	5,801
Total adjustments related to operating expense	84	29,052	31,981	25,432	25,432
Total adjustments related to income from operations	(1,950)	34,942	37,405	31,233	31,233
Adjusted (non-GAAP) income from operations	\$131,679	\$110,737	\$130,888	\$219,269	\$219,269
Adjusted (non-GAAP) operating margin percentage	15.8 %	14.6 %	15.8 %	22.4 %	22.4 %

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Net Income Reconciliation (Amounts in thousands)

	Q2 FY 2021	Q1 FY 2021	Q4 FY 2020	Q3 FY 2020	Q2 F
GAAP net income	\$103,117	\$55,348	\$65,041	\$142,267	
Exclude GAAP provision for income taxes	21,453	11,966	20,798	38,750	
Income before income taxes	124,570	67,314	85,839	181,017	
Total adjustments related to income from operations	(1,950)	34,942	37,405	31,233	
Unrealized (gain) loss on equity investment	165	—	(2,681)	—	
Adjusted income before income taxes	122,785	102,256	120,563	212,250	
Non-GAAP tax provision on adjusted income before income taxes	25,171	20,962	26,042	45,846	
Adjusted (non-GAAP) net income	\$97,614	\$81,294	\$94,521	\$166,404	
Weighted average basic common shares outstanding	155,331	155,174	154,706	154,184	
Weighted average diluted potential common shares outstanding ⁽¹⁾	156,876	156,583	156,563	156,318	

Net Income per Common Share

	Q2 FY 2021	Q1 FY 2021	Q4 FY 2020	Q3 FY 2020	Q2 F
GAAP diluted net income per potential common share	\$ 0.66	\$ 0.35	\$ 0.42	\$ 0.91	
Adjusted (non-GAAP) diluted net income per potential common share	\$ 0.62	\$ 0.52	\$ 0.60	\$ 1.06	

1. Weighted average diluted potential common shares outstanding used in calculating Adjusted (non-GAAP) diluted net income per potential common share for the second quarter of fiscal 2021 includes 1.5 million shares underlying certain stock option and stock unit awards.

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Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA) (Amounts in thousands)

Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)	Q2 FY 2021	Q1 FY 2021	Q4 FY 2020	Q3 FY 2020	Q2 F
Net income (GAAP)	\$103,117	\$55,348	\$65,041	\$142,267	
Add: Interest expense	7,785	7,360	7,395	7,251	
Add: Interest and other (income) loss, net	1,274	1,121	249	(232)	
Add: Provision for income taxes	21,453	11,966	20,798	38,750	
Add: Depreciation of equipment, building, furniture and fixtures, and amortization of leasehold improvements	24,107	23,188	23,538	21,989	
Add: Amortization of intangible assets	8,875	9,642	9,584	9,674	
EBITDA	\$166,611	\$108,625	\$126,605	\$219,699	
Less: Canadian Emergency Wage Subsidy	40,444	—	—	—	
Add: Share-based compensation cost	21,535	18,964	16,920	17,259	
Add: Significant asset impairments and restructuring costs	8,209	5,867	7,854	6,515	
Add: Acquisition and integration costs (recoveries)	294	307	3,127	(2,329)	
Adjusted EBITDA	\$156,205	\$133,763	\$154,506	\$241,144	

