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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## SCHEDULE TO

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934

(Amendment No. 1)

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## CYRAS SYSTEMS, LLC

(Name of Subject Company (Issuer))

## CIENA CORPORATION

(Issuer)  
and

## CYRAS SYSTEMS, LLC

(Wholly-Owned Subsidiary)  
(Name of Filing Persons)

### 4 1/2% Convertible Subordinated Notes

(Title of Class of Securities)

23281W-AA-9

(CUSIP Number of Class of Securities)

Russell B. Stevenson, Jr.

Senior Vice President, General Counsel and Secretary

CIENA Corporation

1201 Winterson Road

Linthicum, Maryland 21090

(410) 865-8500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications on Behalf of the Person(s) Filing Statement)

*With a Copy to:*

Michael J. Silver

Amy Bowerman Freed

Hogan & Hartson L.L.P.

111 South Calvert Street

Suite 1600

Baltimore, MD 21202

(410) 659-2700

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### CALCULATION OF FILING FEE

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Transaction Valuation*	Amount of Filing Fee**
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\$178,413,000	\$16,414.00
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\* For purposes of calculating amount of filing fee only. The amount assumes that all outstanding Notes are purchased at a price of \$1,189.42 per \$1,000 principal amount due at maturity.

\*\* Previously paid.

- o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

**Amount Previously Paid: N/A**  
**Form or Registration No.: N/A**

**Filing Party: N/A**  
**Date Filed: N/A**

- o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

going-private transaction subject to Rule 13e-3.

issuer tender offer subject to Rule 13e-4.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

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This Amendment No. 1 to Schedule TO amends and supplements the Schedule TO previously filed on April 1, 2002, relating to the offer by CIENA Corporation, a Delaware corporation (the "CIENA") and Cyras Systems, LLC, a Delaware limited liability corporation and a wholly owned subsidiary of CIENA, to purchase, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 1, 2002 and the accompanying letter of transmittal (which together constitute the "offer"), all of the outstanding Cyras Systems, LLC 4 1/2% Convertible Subordinated Notes due August 15, 2005 (the "Notes") at a price to be paid in cash of \$1,189.42 per \$1,000 principal due at maturity. This Amendment No. 1 to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) of the Securities Exchange Act of 1934, as amended.

The information in the Offer to Purchase and the accompanying letter of transmittal, copies of which were previously filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively, is incorporated in the Amendment No. 1 to Schedule TO by reference, except that such information is hereby amended and supplemented to the extent specifically provided herein.

**Item 4. *Terms of the Transaction***

Item 4 of Schedule TO is hereby amended and supplemented by adding the following: The offer expired at 5:00 p.m., New York City time on April 29, 2002. Notes having an aggregate principal amount due at maturity of \$150 million were tendered pursuant to the offer. As required under the Indenture and the Offer to Exchange, CIENA has accepted the tender of such Notes and will pay \$178,413,000 in cash for such Notes pursuant to the terms of the offer.

**Item 12. Exhibits**

(a)(1)(A)	Form of Offer to Purchase, dated April 1, 2002.*
(a)(1)(B)	Form of Letter of Transmittal (including Certification of Taxpayer Identification Number on IRS Substitute Form W-9 and Guidelines for Certification of Taxpayer Identification Number on IRS Substitute Form W-9).*
(a)(1)(C)	Form of Notice of Guaranteed Delivery.*
(a)(1)(D)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(2-4)	Not applicable.
(a)(5)(A)	Text of Press Release issued by CIENA Corporation, April 1, 2002.*
(a)(5)(B)	Form of Letter to Noteholders of Cyras Systems, LLC, dated April 1, 2002, from Gary B. Smith, President and Chief Executive Officer of CIENA Corporation.*
(a)(5)(C)	Text of Press Release issued by CIENA Corporation, April 29, 2002.
(b)	None.
(d)	None.
(g)	None.
(h)	None.

\* Previously filed on Schedule TO-I on April 1, 2002.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 29, 2002

CIENA CORPORATION

By: /s/ RUSSELL B. STEVENSON, JR.

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Name: Russell B. Stevenson, Jr.

Title: Senior Vice President, General  
Counsel and Secretary

Dated: April 29, 2002

CYRAS SYSTEMS, LLC

By: /s/ RUSSELL B. STEVENSON, JR.

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Name: Russell B. Stevenson, Jr.

Title: Senior Vice President, General  
Counsel and Secretary

## EXHIBIT INDEX

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(b)	None.
(d)	None.
(g)	None.
(h)	None.

\* Previously filed on Schedule TO-I on April 1, 2002.





Investor Contacts:

Suzanne DuLong or Jessica Towns  
CIENA Corporation  
(888) 243-6223  
email: ir@ciena.com

Press Contacts:

Denny Bilter or Glenn Jasper  
CIENA Corporation  
(877) 857-7377  
email: pr@ciena.com

**FOR IMMEDIATE RELEASE**

**CIENA ANNOUNCES COMPLETION OF TENDER OFFER FOR  
CYRAS NOTES DUE 2005**

**LINTHICUM, Md. – April 29, 2002** – CIENA® Corporation (NASDAQ: CIEN), a global leader in intelligent optical networking systems and software, today announced the expiration of a joint tender offer with its wholly-owned subsidiary, Cyras Systems, LLC, for all of the outstanding 4 1/2% Convertible Subordinated Notes of Cyras Systems, LLC due August 15, 2005, CUSIP No. 23281W-AA-9 (the “Notes”). The tender offer expired at 5:00 p.m. New York City time on April 29, 2002. CIENA and Cyras have been advised that Notes having a principal amount at maturity of \$150 million were tendered pursuant to the tender offer. Subject to confirmation that such Notes were validly tendered and not withdrawn prior to the expiration time, CIENA and Cyras have accepted the tender of such Notes and will pay \$178,413,000 in cash for Notes pursuant to the terms of the tender offer.

Pursuant to the terms of the indenture under which the Notes were issued, Cyras was obligated to make an offer to purchase for cash all of the outstanding Notes at a purchase price of \$1,189.42 per \$1,000 principal amount due at maturity. This purchase was required to occur on April 30, 2002. CIENA made the offer in conjunction with Cyras as a result of CIENA’s acquisition of Cyras on March 29, 2001. The Notes were convertible into CIENA common stock at a conversion rate of approximately 6.9 shares per \$1,000 or \$144.64 per share.

(more)

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## **ABOUT CIENA**

CIENA Corporation's market-leading optical networking systems form the core for the new era of networks and services worldwide. CIENA's LightWorks™ architecture enables next-generation optical services and changes the fundamental economics of service-provider networks by simplifying the network and reducing the cost to operate it. Additional information about CIENA can be found at <http://www.ciena.com>.

## **NOTE TO INVESTORS**

This press release contains certain forward-looking statements based on current expectations, forecasts and assumptions of CIENA (the Company) that involve risks and uncertainties. Forward-looking statements in this release, including the expected purchase of the Notes, are based on information available to the Company as of the date hereof. The Company's actual results could differ materially from those stated or implied in such forward-looking statements, due to risks and uncertainties associated with the Company's business, which include the risk factors disclosed in the Company's Report on Form 10-Q filed with the Securities and Exchange Commission on February 21, 2002. Forward looking statements include statements regarding the Company'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. The Company assumes no obligation to update the information included in this press release, whether as a result of new information, future events or otherwise.