

CIENA CORP  
Form S-8 POS  
December 09, 2010

As filed with the Securities and Exchange Commission on December 9, 2010

Registration No. 333-91294

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**POST EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**  
**Ciena Corporation**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or Organization)

**23-2725311**  
(I.R.S. Employer Identification No.)

**1201 Winterson Road**  
**Linthicum, Maryland**  
(Address of Principal Executive Offices)

**21090**  
(Zip Code)

ONI Systems Corp. 1997 Stock Plan  
ONI Systems Corp. 1998 Equity Incentive Plan  
ONI Systems Corp. 1999 Equity Incentive Plan  
ONI Systems Corp. 2000 Equity Incentive Plan  
ONI Systems Corp. 2000 Employee Stock Option Plan  
(Full title of the plan)

**David M. Rothenstein**  
**Senior Vice President, General Counsel and Secretary**  
**Ciena Corporation**  
**1201 Winterson Road**  
**Linthicum, Maryland 21090**  
**(410) 865-8500**

(Name, address and telephone number, including area code, of agent for service)

Copy to:

**Michael J. Silver**  
**William I. Intner**  
**Hogan Lovells US LLP**  
**100 International Drive, Suite 2000**  
**Baltimore, Maryland 21202**  
**(410) 659-2700**

**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment No. 1 to Form S-8 relates to the Registration Statement on Form S-8 (333-91294), filed with the Securities and Exchange Commission on June 26, 2002 (the Registration Statement ) by Ciena Corporation, a Delaware corporation (the Company ), relating to (i) an aggregate of 3,906 shares of the Company s common stock, par value \$0.01 per share ( Common Stock ), reserved for issuance under the ONI Systems Corp. 1997 Stock Plan; (ii) an aggregate of 4,216,724 shares of Common Stock reserved for issuance under the ONI Systems Corp. 1998 Equity Incentive Plan; (iii) an aggregate of 531,932 shares of Common Stock reserved for issuance under the ONI Systems Corp. 1999 Equity Incentive Plan; (iv) an aggregate of 18,799,261 shares of Common Stock reserved for issuance under the ONI Systems Corp. 2000 Equity Incentive Plan; and (v) an aggregate of 1,174,725 shares of Common Stock reserved for issuance under the ONI Systems Corp. 2000 Employee Stock Option Plan and the Series A Junior Participating Preferred Share Purchase Rights attached thereto.

The offering with respect to shares reserved for issuance under the ONI Systems Corp. 1997 Stock Plan and the ONI Systems Corp. 1998 Equity Incentive Plan has been terminated. In accordance with undertakings made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering, the Company hereby removes from registration the 29 shares under the ONI Systems Corp. 1997 Stock Plan and the 19, 538 shares under the ONI Systems Corp. 1998 Equity Incentive Plan registered but unsold under the Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Linthicum, state of Maryland, on December 9, 2010.

**CIENA CORPORATION**

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