

CIENA CORP  
Form 8-K  
September 02, 2005

**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) **August 31, 2005**

**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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On August 31, 2005, the Board of Directors, upon the recommendation of the Governance and Nominations Committee, approved certain revisions to the fees payable to non-employee directors as compensation for their service on the Board of Directors and committees thereof. A summary of the fees payable to non-employee directors and the revisions thereto is set forth in Exhibit 10.1 hereto.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(c) The following exhibit is being filed herewith:

<u>Exhibit Number</u>	<u>Description of Document</u>
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Exhibit 10.1	Fees Payable as Compensation to Non-Employee Directors
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**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 1, 2005

By: /S/ Russell B. Stevenson, Jr.

Russell B. Stevenson, Jr.  
Senior Vice President, General Counsel and  
Secretary