

CIENA CORP  
Form DEFA14A  
February 02, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement ☐ Confidential, for Use of the Commission Only (as permitted by  
Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☒ Definitive Additional Materials

☐ Soliciting Material Pursuant to §  
240.14a-12

Ciena Corporation

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- (1) Amount previously paid:
  - (2) Form, schedule or registration statement no.:
  - (3) Filing party:
  - (4) Date filed:
-

February 2, 2012

To: Ciena All Hands

From: Employee Communications

Subject: 2012 Annual Meeting & Proxy Materials

Every year, Ciena stockholders have the opportunity to participate in the governance of our company by submitting proxies and voting at our Annual Meeting. This year's Annual Meeting is scheduled for Wednesday, March 21, 2012. Once again, as noted in a press release issued today, Ciena is taking advantage of the SEC's "Notice and Access" rule that allows us to provide proxy materials to stockholders online as an alternative to traditional mailed delivery of printed materials. In doing this, we lower our costs associated with producing and mailing our proxy materials and reduce our impact on the environment.

If you were a Ciena stockholder as of January 24, 2012, the record date for this year's Annual Meeting, you will soon receive a Notice that your proxy materials are available online. The Notice will detail the items that are up for stockholder consideration at this year's Annual Meeting. These include:

- the election of two nominees to serve as Class III directors,
- the ratification of the appointment of PricewaterhouseCoopers as our auditors for fiscal 2012,
- an amendment to our 2008 Omnibus Incentive Plan to increase the number of shares available for issuance and to re-approve certain terms under U.S. tax laws,
- an amendment and restatement of the Employee Stock Purchase Plan to increase the number of shares available for issuance and extend the life of this plan, and
- an advisory "say on pay" vote on our executive compensation.

The Notice you receive will explain how to access our proxy materials online and how to vote your shares.

Even if you are not a Ciena stockholder, you may be interested in reviewing our annual report and proxy statement for the Annual Meeting - both of which are available online: <http://investor.ciena.com/annuals-proxy.cfm> Printed copies are available upon request by completing the information request form on that same page. As we have in the past, we will ensure each major Ciena facility has a supply of printed annual reports for distribution to employees, customers and visitors as needed. These printed copies will be sent to the receptionist or facilities coordinator at each location in the coming days.

If you have any additional questions, please don't hesitate to contact Lisa Jackson in Ciena's Investor Relations department directly at 410.981.7362 or by email at [ljackson@ciena.com](mailto:ljackson@ciena.com).