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CIENA CORP
Form S-3MEF
February 05, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 5, 2001

REGISTRATION NO. 333-53922-----

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
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
(IRS EMPLOYER
IDENTIFICATION NO.)

1201 WINTERSON ROAD
LINTHICUM, MARYLAND 21090
(410) 865-8500
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

MICHAEL O. MCCARTHY III
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
1201 WINTERSON ROAD
LINTHICUM, MARYLAND 21090
(410) 865-8500
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF AGENT FOR SERVICE)

Copies to:

MICHAEL J. SILVER
AMY BOWERMAN FREED
HOGAN & HARTSON L.L.P.
111 S. CALVERT STREET, SUITE 1600
BALTIMORE, MARYLAND 21202
(410) 659-2700

DAVID SYLVESTER
BRENT B. SILER
SCOTT E. PUESCHEL
HALE AND DORR LLP
11951 FREEDOM DRIVE, SUITE 1400
RESTON, VIRGINIA 20190
(703) 654-7000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon

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as practicable after this Registration Statement becomes effective.

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: []

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act") check the following box: []

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-53922

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed Maximum Aggregate offering price(1)	Amount of registrat
Common Stock(2).....	\$ 131,275,000	\$ 32,819.
3 3/4% Convertible Notes due February 1, 2008(2)(3).....	\$ 115,000,000	\$ 28,750.
Total		

- (1) Estimated under Rule 457(o).
- (2) Includes rights to purchase Series A Junior Participating Preferred Stock attached to the Common Stock.
- (3) In addition to the securities issued directly under this registration statement, we are registering an indeterminate number of shares of common stock that may be issued upon conversion of the notes. Pursuant to Rule 457(i), no additional fee is required because no separate consideration will be received for any shares of Common Stock so issued upon conversion.

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EXPLANATORY NOTE

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, to register an additional \$131,275,000 of Common Stock of the Company and an additional \$115,000,000 aggregate

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principal amount of 3 3/4% convertible notes due February 1, 2008 of the Company. The Company's prior Registration Statement on Form S-3 (Registration No. 333-53922), as amended, declared effective on February 5, 2001, is incorporated herein by reference. This registration statement includes the facing page, the signature page, an exhibit index and exhibits.

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ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) Exhibits:

Exhibit Number -----	Description -----
4.4	Form of Indenture for 3 3/4% Convertible Notes Due February 1, 2008
5.1	Opinion of Hogan & Hartson L.L.P.
5.2	Opinion of Hogan & Hartson L.L.P.
23.1	Consent of Hogan & Hartson L.L.P. (contained in Exhibit 5.1 and Exhibit 5.2)
23.2	Consent of Pricewaterhouse Coopers LLP
23.3	Consent of Deloitte & Touche LLP
24.1*	Power of Attorney

*Incorporated by reference to the Registration's Registration Statement on Form S-3 (333-53922).

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SIGNATURES AND POWER OF ATTORNEY

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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Linthicum, State of Maryland, on February 5, 2001.

CIENA CORPORATION

By:/s/ Michael O. McCarthy III

Michael O. McCarthy III
Senior Vice President, General Counsel
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

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By: /s/ Patrick H. Nettles, Ph.D. * ----- Patrick H. Nettles, Ph.D.	Chairman and Chief Executive Officer (Principal Executive Officer)
By: /s/ Gary B. Smith * ----- Gary B. Smith	President and Director
By: /s/ Joseph R. Chinnici * ----- Joseph R. Chinnici	Sr. Vice President, Chief Financial Officer (Principal Financial Officer)
By: /s/ Andrew C. Petrik * ----- Andrew C. Petrik	Vice President, Controller and Treasurer (Principal Accounting Officer)
By: /s/ Stephen P. Bradley * ----- Stephen P. Bradley	Director
By: /s/ Harvey B. Cash * ----- Harvey B. Cash	Director
By: /s/ John R. Dillon * ----- John R. Dillon	Director
By: /s/ Lawton W. Fitt * ----- Lawton W. Fitt	Director

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By: /s/ Judith M. O'Brien * ----- Judith M. O'Brien	Director
By: /s/ Gerald H. Taylor * ----- Gerald H. Taylor	Director

pursuant to power of attorney

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* By: /s/ Michael O. McCarthy III

Michael O. McCarthy III

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