

CIENA CORP  
Form SC 13G/A  
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Ciena Corporation  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

171779309  
(CUSIP Number)

December 31, 2012  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Page 1 of 6 Pages)

---

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS  
 Highbridge Capital Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ..  
 (b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 State of Delaware

5 SOLE VOTING POWER  
 0

6 NUMBER OF SHARED VOTING POWER  
 3,200 shares of Common Stock  
 Call rights to purchase 1,600 shares of Common Stock

7 SOLE DISPOSITIVE POWER  
 0

8 SHARED DISPOSITIVE POWER  
 3,200 shares of Common Stock  
 Call rights to purchase 1,600 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,200 shares of Common Stock  
 Call rights to purchase 1,600 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES ..  
 CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 less than 0.01%

12 TYPE OF REPORTING PERSON  
 OO

---

1	NAMES OF REPORTING PERSONS Glenn Dubin	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
5	SOLE VOTING POWER 0	
6	SHARED VOTING POWER 3,200 shares of Common Stock Call rights to purchase 1,600 shares of Common Stock	
7	SOLE DISPOSITIVE POWER 0	
8	SHARED DISPOSITIVE POWER 3,200 shares of Common Stock Call rights to purchase 1,600 shares of Common Stock	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,200 shares of Common Stock Call rights to purchase 1,600 shares of Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) less than 0.01%	
12	TYPE OF REPORTING PERSON IN	

CUSIP No. 171779309

13G/A

Page 4 of 6 Pages

This Amendment No. 2 (this "Amendment") amends the statement on Schedule 13G filed on June 17, 2011 (the "Original Schedule 13G"), as amended by Amendment No. 1, filed on February 14, 2012 (the Original Schedule 13G as amended, the "Schedule 13G"), with respect to the shares of common stock, \$0.01 par value (the "Common Stock") of Ciena Corporation, a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 2(a), 2(b), 2(c), 4(a), 4(b) and 5 in their entirety as set forth below.

Item 2(a). NAME OF PERSON FILING:

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Item 2(c). CITIZENSHIP:

This statement is filed by:

- (i) Highbridge Capital Management, LLC  
40 West 57th Street, 33rd Floor  
New York, New York 10019  
Citizenship: State of Delaware
- (ii) Glenn Dubin  
c/o Highbridge Capital Management, LLC  
40 West 57th Street, 33rd Floor  
New York, New York 10019  
Citizenship: United States

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

Highbridge Long/Short Institutional Fund, Ltd., Highbridge Managed Portfolio Master, Ltd., Highbridge Long/Short Equity Master Fund, L.P., Highbridge Long-Term Equity Master Fund, L.P., Highbridge International LLC and STAR L.P. (a statistical arbitrage strategy) are no longer Reporting Persons.

Item 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of the date hereof, (i) Highbridge Capital Management, LLC, as trading manager of Highbridge International LLC and STAR L.P. (a statistical arbitrage strategy) (collectively, the "Highbridge Funds") may be deemed to be the beneficial owner of 3,200 shares of Common Stock and call rights to purchase 1,600 shares of Common Stock held by the Highbridge Funds and (ii) Glenn Dubin, as the Chief Executive Officer of Highbridge Capital Management, LLC, may be deemed to be the beneficial owner of the 3,200 shares of Common Stock and call rights to purchase 1,600 shares of Common Stock held by the Highbridge Funds.



(b) Percent of class:

The percentages used herein and in the rest of this Schedule 13G are calculated based upon 101,517,154 shares of Common Stock issued and outstanding as of January 22, 2013, as set forth in the Company's Definitive Proxy Statement on Form DEF 14A filed with the Securities and Exchange Commission on February 1, 2013. Therefore, as of the date hereof, based on the Company's outstanding shares of Common Stock, each of Highbridge Capital Management, LLC and Glenn Dubin may be deemed to beneficially own less than 0.01% of the outstanding shares of Common Stock of the Company.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of the shares of Common Stock held by the Highbridge Funds. In addition, Glenn Dubin disclaims beneficial ownership of the shares of Common Stock held by the Highbridge Funds.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following

---

CUSIP No. 171779309

13G/A

Page 6 of 6 Pages

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 13, 2013

HIGHBRIDGE CAPITAL MANAGEMENT,  
LLC

/s/ Glenn Dubin  
GLENN DUBIN

By: /s/ John Oliva  
Name: John Oliva  
Title: Managing Director