

CIENA CORP
Form 8-K
April 11, 2014

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): April 10, 2014

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.)

7035 Ridge Road, Hanover, MD
(Address of Principal Executive
Offices)

21076
(Zip Code)

(410) 694-5700
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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))

ITEM 5.07 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Ciena held its annual meeting of stockholders on April 10, 2014. As of the February 14, 2014 record date, there were 105,003,960 shares of common stock outstanding and entitled to notice of and to vote at the annual meeting. The matters described below were voted on by stockholders at the annual meeting and the number of votes cast with respect to each matter, and with respect to the election of directors, were as indicated below:

| Proposal 1 | For | Against | Abstain | Non-Votes |
|--|------------|-----------|---------|------------|
| Election to the Board of Directors of three Class II directors and one Class III director: | | | | |
| Harvey B. Cash | 67,224,409 | 1,654,951 | 285,113 | 21,223,318 |
| Judith M. O'Brien | 67,447,259 | 1,453,120 | 284,094 | 21,223,318 |
| Gary B. Smith | 67,495,149 | 1,383,777 | 285,547 | 21,223,318 |
| T. Michael Nevens | 68,385,202 | 493,550 | 285,721 | 21,223,318 |

Each director nominee above was elected by the vote of the majority of the votes cast by stockholders in accordance with Ciena's bylaws. The Class II directors (Cash, O'Brien and Smith) will serve for three-year terms ending in 2017, or until their respective successors are elected and qualified. In accordance with Ciena's bylaws, the Class III director (Nevens), previously elected by the Board of Directors, will serve the remainder of his term ending in 2015, or until his successor is elected an qualified. In addition, the following directors continue to hold office after the annual meeting: Bruce L. Claflin, Lawton W. Fitt, Patrick T. Gallagher, Patrick H. Nettles, Ph.D and Michael J. Rowny.

| Proposal 2 | For | Against | Abstain | Non-Votes |
|---|------------|-----------|---------|------------|
| Approval of an amendment to the 2008 Omnibus Incentive Plan to increase the number of shares available for issuance thereunder by 6.6 million shares. | 62,000,199 | 6,685,737 | 478,537 | 21,223,318 |

Proposal 2 to approve the amendment to the 2008 Omnibus Incentive Plan was approved by the affirmative vote of a majority of the total votes cast by stockholders.

| Proposal 3 | For | Against | Abstain | Non-Votes |
|---|------------|-----------|---------|-----------|
| Ratification of the appointment of PricewaterhouseCoopers LLP as Ciena's independent registered public accounting firm for the fiscal year ending October 31, 2014: | 86,731,379 | 2,972,781 | 683,631 | n/a |

Proposal 3 to ratify the appointment of Ciena's independent registered public accounting firm was approved by the affirmative vote of a majority of the total votes cast by stockholders.

| Proposal 4 | For | Against | Abstain | Non-Votes |
|--|------------|-----------|---------|------------|
| A stockholder advisory vote on executive compensation as described in the proxy materials: | 62,885,079 | 6,100,411 | 178,983 | 21,223,318 |

Proposal 4, the advisory "say on pay" vote regarding executive compensation, was approved by the affirmative vote of a majority of the total votes cast by stockholders.

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: April 11, 2014

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