

CIENA CORP
Form DEFA14A
February 02, 2011

**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:

- o Fee paid previously with preliminary materials.
- o 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:

+ C 1234567890 IMPORTANT ANNUAL MEETING INFORMATION 000004
ENDORSEMENT_LINE SACKPACK MR A SAMPLE DESIGNATION (IF ANY) ADD 1 ADD 2
ADD 3 ADD 4 ADD 5 ADD 6 Stockholder Meeting Notice 1234 5678 9012 345 Important Notice
Regarding the Availability of Proxy Materials for the Ciena Corporation 2011 Annual Meeting of
Stockholders to be Held on March 23, 2011 Under new Securities and Exchange Commission rules, you
are receiving this notice that the proxy materials for the Annual Meeting are available on the Internet.
Follow the instructions below to view the materials and vote online or request a printed copy. The items
to be voted on and location of the Annual Meeting are on the reverse side. Your vote is important! This
communication presents only an overview of the more complete proxy materials that are available to you
on the Internet. We encourage you to access and review all of the important information contained in the
proxy materials before voting. The annual report and proxy statement are available at:
www.envisionreports.com/ciena When you go online to view materials, you can also vote your shares or
request printed materials. 3 Step 1: Easy Online Access A Convenient Way to View Proxy Materials and
VoteGo to www.envisionreports.com/ciena. Step 2: Click the Cast your Vote or Request Printed
Materials section. Step 3: Follow the instructions on the screen to log in. Step 4: Make your selection as
instructed on each screen to select delivery preferences and vote. When you go online, you can also help
the environment by consenting to receive electronic delivery of future mailings. Obtaining a Copy of the
Proxy Materials If you want to receive a paper or e-mail copy of these documents, you must request one.
There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the
reverse side on or before March 12, 2011 to facilitate timely delivery. 1 0 8 5 0 2 +019S7B

Stockholder Meeting Notice The Ciena Corporation 2011 Annual Meeting of Stockholders will be held on March 23, 2011 at The Westin Baltimore Washington Airport BWI, 1110 Old Elkridge Landing Road, Linthicum, MD 21090, at 3:00 p.m. Eastern Time. Directions to the Annual Meeting can be found in the proxy statement. Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations. The Board of Directors recommends a vote FOR Proposal 1, 2, 3 and 4 and of EVERY THREE YEARS on Proposal 5: 1. Election of three Class II directors: Harvey B. Cash Judith M. O'Brien Gary B. Smith 2. Approval of an increase in the number of shares of our common stock that may be issued upon conversion of our outstanding 4.0% Convertible Senior Notes due 2015. 3. Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2011. 4. Advisory vote on our executive compensation, as described in these proxy materials. 5. Advisory vote on the frequency of stockholder advisory votes on our executive compensation in the future. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting or any adjournment or continuation thereof. Please note: This is not a proxy. To vote your shares you must vote online or request a set of printed proxy materials to receive a proxy card. If you wish to attend and vote at the Annual Meeting, please bring this notice and identification with you. Here's how to order a copy of the proxy materials and select a future delivery preference: Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below. Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials. PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

3 Internet Go to www.envisionreports.com/ciena. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a paper or email copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials. 3 Telephone Call us free of charge at 1-866-641-4276 using a touch-tone phone and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings. 3 Email Send email to investorvote@computershare.com with Proxy Materials Ciena in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings. To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by March 12, 2011.

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