

OEP III Co-Investors, L.P.

Form 3

November 06, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

JPMORGAN CHASE & CO

(Last) (First) (Middle)

270 PARK AVENUE, 10TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

10/27/2017

3. Issuer Name and Ticker or Trading Symbol
Sonus Networks, Inc. [SONS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

49,940,222

I

See footnotes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JPMORGAN CHASE & CO 270 PARK AVENUE, 10TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
OEP III Co-Investors, L.P. 270 PARK AVENUE, 10TH FLOOR, NEW YORK, NY 10017	Â	Â X	Â	Â
OEP II Partners Co-Invest, L.P. 510 MADISON AVE., 19TH FLOOR, NEW YORK, NY 10022	Â	Â X	Â	Â
Heritage PE (OEP) III, L.P. 270 PARK AVENUE, 10TH FLOOR, NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

JPMorgan Chase & Co. By: /s/ Michael T. Lees, Executive Director	11/06/2017
__Signature of Reporting Person	Date
OEP III Co-Investors, L.P. By: OEP Co-Investors Management III, Ltd., as General Partner, By: /s/ Richard W. Smith, President	11/06/2017
__Signature of Reporting Person	Date
OEP II Partners Co-Invest, L.P. By: OEP II Partners Co-Invest GP, Ltd., as General Partner, By: /s/ Richard M. Cashin, Director	11/06/2017
__Signature of Reporting Person	Date
Heritage PE (OEP) III, L.P. By: OEP General Partner III, L.P., as General Partner, By: JPMC Heritage Parent LLC, as General Partner, By: /s/ Richard W. Smith, President	11/06/2017
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- OEP III Co-Investors and OEP II Partners Co-Invest are the record holders of 1,142,007 and 1,749,504 shares of Common Stock, respectively. Heritage III is the record holder of 47,048,711 shares of Common Stock. JPMorgan Chase & Co. is a publicly traded entity
- (1) listed on the New York Stock Exchange, which is the sole member of JP Morgan Chase Holdings LLC, which is the sole member of Banc One Financial LLC, which is the sole member of OEP Holdings LLC, which is the sole member of JPMC Heritage Parent LLC, which is the general partner of OEP General Partner III L.P., which is the general partner of Heritage PE (OEP) III, L.P.
- (2) As such, each of OEP Holdings LLC, JPMC Heritage Parent LLC and OEP General Partner III L.P. may be deemed to have or share beneficial ownership of the Common Stock held directly by Heritage PE (OEP) III, L.P. OEP III Co-Investors, L.P. and OEP II Partners Co-Invest, L.P. are subject to certain contractual agreements and statutory obligations to acquire and vote shares side-by-side with Heritage PE (OEP) III, L.P. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the

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extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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