

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

**March 8, 2013 (March 7, 2013)
Date of Report (Date of earliest event reported)**

SYCAMORE NETWORKS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-27273
(Commission
file number)

04-3410558
(IRS Employer
Identification No.)

220 Mill Road
Chelmsford, MA 01824
(Address of principal executive offices)
(Zip code)

Registrant's telephone number, including area code: (978) 250-2900

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:

- 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 3.01: Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

The disclosure set forth below under Item 5.03 with respect to the intention of Sycamore Networks, Inc. (the “Company”) to delist its shares of Common Stock (as defined below) from the NASDAQ Global Select Market is incorporated herein by reference.

Item 3.03: Material Modifications to the Rights of Security Holders

The disclosure set forth below under Item 5.03 with respect to the Dissolution (as defined below) and its effects on the rights of Company stockholders is incorporated herein by reference.

Item 5.03: Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On March 7, 2013, the Company filed a certificate of dissolution with the Secretary of State of the State of Delaware (the “Certificate of Dissolution”), as contemplated by the Plan of Complete Liquidation and Dissolution previously approved by the Company’s Board of Directors and stockholders. The Certificate of Dissolution, which became effective at 5:00 p.m. Eastern Time on March 7, 2013, provides for the dissolution of the Company under the General Corporation Law of the State of Delaware (the “Dissolution”). For additional information regarding the Dissolution, please see the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission (the “Commission”) on December 28, 2012 and its Current Report on Form 8-K filed with the Commission on March 4, 2013.

In connection with the filing of the Certificate of Dissolution, effective as of 5:00 p.m. Eastern Time on March 7, 2013, the Company closed its stock transfer books and discontinued recording transfers of its common stock, \$0.001 par value per share (the “Common Stock”). The Common Stock, and stock certificates evidencing the shares of Common Stock, are no longer assignable or transferable on the Company’s books, other than transfers by will, intestate succession or operation of law.

On March 4, 2013, the Company submitted a request to The NASDAQ Stock Market (“NASDAQ”) to (1) suspend trading of the Common Stock on The NASDAQ Global Select Market effective as of the close of trading on March 7, 2013 and (2) suspend the effectiveness of the Company’s NASDAQ trading symbol effective as of the close of trading on March 7, 2013. The Company also notified NASDAQ of its intention to file a Form 25 with the Commission on or about March 15, 2013 to withdraw the registration of the Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended, and requested that NASDAQ take the actions necessary to terminate the Company’s NASDAQ listing effective prior to the opening of trading on March 25, 2013.

Upon suspension of trading of the Common Stock on The NASDAQ Global Select Market, shares of Common Stock held in street name with brokers may be traded in the over-the-counter market on an electronic bulletin board established for unlisted securities such as the OTC Bulletin Board or the Pink Sheets. Such trading may reduce the market liquidity of the Common Stock and, as a result, investors may find it more difficult to dispose of, or obtain accurate quotations for the price of, the Common Stock, if they are able to trade the Common Stock at all.

A copy of the Certificate of Dissolution and a copy of the press release issued by the Company on March 8, 2013 announcing the filing of the Certificate of Dissolution are filed herewith as exhibits 4.2 and 99.1, respectively, and are incorporated herein by reference.

Item 9.01: Financial Statements and Exhibits

- 4.2 Certificate of Dissolution, as filed by Sycamore Networks, Inc. with the Secretary of State of the State of Delaware on March 7, 2013
- 99.1 Press Release issued by Sycamore Networks, Inc., dated March 8, 2013

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.

Sycamore Networks, Inc.

By: /s/ Paul F. Brauneis

Paul F. Brauneis
Chief Financial Officer,
Vice President, Finance and Administration, and
Treasurer
(Duly Authorized Officer and Principal Financial
and Accounting Officer)

Dated: March 8, 2013

CERTIFICATE OF DISSOLUTION
OF
SYCAMORE NETWORKS, INC.

Pursuant to Section 275 of the General
Corporation Law of the State of Delaware

Sycamore Networks, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

FIRST: The name of the Corporation is Sycamore Networks, Inc.

SECOND: The date of filing of the Corporation's original Certificate of Incorporation with the Secretary of State is February 17, 1998.

THIRD: The dissolution of the Corporation was authorized by the Board of Directors on October 22, 2012 and by the stockholders of the Corporation on January 29, 2013.

FOURTH: The dissolution of the Corporation has been authorized by the Board of Directors and by a majority of the stockholders of the Corporation entitled to vote on a dissolution, in accordance with subsections (a) and (b) of Section 275 of the General Corporation Law of the State of Delaware.

FIFTH: The respective names and addresses of the directors and officers of the Corporation are as follows:

DIRECTORS

NAME

ADDRESS

Gururaj Deshpande (Chairman)

220 Mill Road, Chelmsford, MA 01824

Daniel E. Smith

220 Mill Road, Chelmsford, MA 01824

Robert E. Donahue

220 Mill Road, Chelmsford, MA 01824

Craig R. Benson

220 Mill Road, Chelmsford, MA 01824

John W. Gerdelman

220 Mill Road, Chelmsford, MA 01824

OFFICERS

| <u>NAME</u> | <u>TITLE</u> | <u>ADDRESS</u> |
|------------------|--|---------------------------------------|
| Daniel E. Smith | President and Chief Executive Officer | 220 Mill Road Chelmsford, MA 01824 |
| Paul F. Brauneis | Vice President of Finance and Administration, Chief Financial Officer and Treasurer | 220 Mill Road Chelmsford, MA 01824 |
| Kevin J. Oye | Vice President, Systems and Technology | 220 Mill Road Chelmsford, MA 01824 |
| Alan R. Cormier | General Counsel and Secretary | 220 Mill Road Chelmsford, MA 01824 |
| Anthony Petrillo | Assistant Secretary | 220 Mill Road Chelmsford, MA 01824 |

SIXTH: This Certificate of Dissolution shall become effective as of 5:00 p.m. Eastern Time on March 7, 2013.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Certificate of Dissolution has been executed this 7th day of March, 2013.

SYCAMORE NETWORKS, INC.

By: /s/ Daniel E. Smith

Name: Daniel E. Smith

Title: President and Chief Executive Officer



CONTACT:
Alan Cormier
General Counsel and Secretary
Sycamore Networks, Inc.
978-250-2921
alan.cormier@sycamorenet.com

SYCAMORE NETWORKS, INC. FILES CERTIFICATE OF DISSOLUTION

Suspends Trading on NASDAQ

CHELMSFORD, Mass., March 8, 2013 – Sycamore Networks, Inc. (NASDAQ: SCMR) (the “Company”) announced today that it has filed a certificate of dissolution with the Secretary of State of the State of Delaware (the “Certificate of Dissolution”), as contemplated by the Plan of Complete Liquidation and Dissolution previously approved by the Company’s Board of Directors and stockholders. The Certificate of Dissolution, which became effective at 5:00 p.m. Eastern Time on March 7, 2013, provides for the dissolution of the Company under Delaware’s General Corporation Law.

In connection with the filing of the Certificate of Dissolution, effective as of 5:00 p.m. Eastern Time on March 7, 2013, the Company closed its stock transfer books and discontinued recording transfers of its common stock, \$0.001 par value per share (the “Common Stock”). The Common Stock, and stock certificates evidencing the shares of Common Stock, are no longer assignable or transferable on the Company’s books, other than transfers by will, intestate succession or operation of law.

On March 4, 2013, the Company submitted a request to The NASDAQ Stock Market (“NASDAQ”) to (1) suspend trading of the Common Stock on The NASDAQ Global Select Market effective as of the close of trading on March 7, 2013 and (2) suspend the effectiveness of the Company’s NASDAQ trading symbol effective as of the close of trading on March 7, 2013. The Company also notified NASDAQ of its intention to file a Form 25 with the Securities and Exchange Commission on or about March 15, 2013 to withdraw the registration of the Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended, and requested that NASDAQ take the actions necessary to terminate the Company’s NASDAQ listing effective prior to the opening of trading on March 25, 2013.

Upon suspension of trading of the Common Stock on The NASDAQ Global Select Market, shares of Common Stock held in street name with brokers may be traded in the over-the-counter market on an electronic bulletin board established for unlisted securities such as the OTC Bulletin Board or the Pink Sheets. Such trading may reduce the market liquidity of the Common Stock and, as a result, investors may find it more difficult to dispose of, or obtain accurate quotations for the price of, the Common Stock, if they are able to trade the Common Stock at all.

About Sycamore Networks, Inc.

Sycamore Networks, Inc. (NASDAQ: SCMR) is based in Chelmsford, Massachusetts. For more information, please visit www.scmrinc.com.

Safe Harbor for Forward-Looking Statements

We wish to caution you that certain matters discussed in this press release may constitute “forward-looking statements,” as defined under the federal securities laws. Risks and uncertainties relating to the Company could cause actual events and results to differ materially from those stated or implied in such statements. Potential risks and uncertainties include, among others, the Company’s inability to predict the timing or amount of any additional cash distributions to stockholders; the possibility that liabilities of the Company could be greater than anticipated; potential liabilities of the Company’s stockholders to the Company’s creditors in the event that the Company fails to create an adequate contingency reserve to satisfy claims against it; the limited ability of the Company’s stockholders to trade their shares following the close of the Company’s stock transfer books; and the Company’s continuing costs associated with complying with public company reporting requirements. More information about potential factors that could affect the Company’s dissolution and the amount of any future distributions is included in the section entitled “Risk Factors” in the Company’s filings with the Securities and Exchange Commission. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future results or otherwise.