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RIVERSTONE NETWORKS INC

Form 8-K

December 26, 2001

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

Date of Report: November 15, 2001
(Date of earliest event reported)

RIVERSTONE NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Delaware	0-32269	95-4596178
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

5200 Great America Parkway, Santa Clara, California 95054
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (408) 878-6500

Item 5. Other Events.

Attached hereto, and incorporated by reference herein, as Exhibit 99.1 is the press release dated November 15, 2001 announcing the Company's intended offer to sell \$150 million of convertible subordinated notes (the "Notes") and as Exhibit 99.2 is the press release dated November 15, 2001 announcing the agreement to issue the Notes.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press release dated November 15, 2001 announcing the Company's intended offer to sell \$150 million of convertible subordinated notes.

99.2 Press release dated November 15, 2001 announcing the agreement to issue \$150 million of convertible subordinated notes.

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SIGNATURE

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 hereunto duly authorized.

Dated: December 26, 2001

RIVERSTONE NETWORKS, INC.

By /s/ Romulus Pereira

Name: Romulus Pereira
Title: President and Chief Executive Officer