

**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**

Date of Report (Date of earliest event reported) **December 4, 2007**

SONUS PHARMACEUTICALS, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction
of incorporation)

0-26866
(Commission
File Number)

95-434313
(IRS Employer
Identification No)

22026 20th Avenue S.E., Bothell, Washington 98021
(Address of principal executive offices)

(425) 487-9500
(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:

- 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 5.03. Amendments to the Articles of Incorporation or Bylaws; Change in Fiscal Year.

- (a) Amendment to Articles of Incorporation or Bylaws

On August 8, 2006, the Securities and Exchange Commission approved a new NASDAQ listing standard that requires listed companies to be eligible for participation in a direct registration program operated by a clearing agency registered under Section 17A of the Securities Exchange Act of 1934 by January 1, 2008. A direct registration program is a system for book-entry ownership of shares or other securities in which the securities are owned, recorded and transferred electronically without issuance of physical certificates evidencing the securities. The Board of Directors of Sonus Pharmaceuticals, Inc. (the "Company") determined that, in order for the Company to be able to comply with the requirement to be eligible for the direct registration program, and in order to meet the new NASDAQ listing standards, it was necessary to amend the Company's Amended and Restated Bylaws to provide authority to have uncertificated shares. Accordingly, the Board unanimously approved an amendment to Section 7.1 of the Company's Amended and Restated Bylaws, effective December 4, 2007, to permit the issuance of uncertificated securities (the "Amendment").

The foregoing description of the Amendment is not intended to be complete, and is qualified in its entirety by reference to the full text of the Certificate of Amendment of Bylaws of the Company, included as Exhibit 3.2 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.2	Certificate of Amendment of Bylaws of Sonus Pharmaceuticals, Inc.

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 hereunto duly authorized.

SONUS PHARMACEUTICALS, INC.

Date: December 6, 2007

By: /s/ Alan Fuhrman
Alan Fuhrman
Senior Vice President and Chief Financial Officer

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Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
3.2	Certificate of Amendment of Bylaws of Sonus Pharmaceuticals, Inc.

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**CERTIFICATE OF AMENDMENT
OF BYLAWS OF
SONUS PHARMACEUTICALS, INC.**

The undersigned, who is the duly elected, qualified and acting Assistant Secretary of Sonus Pharmaceuticals, Inc., a Delaware corporation (the "Corporation"), does hereby certify, as follows:

1. Section 7.1 of the Bylaws of the Corporation was amended, by an action by unanimous written consent of the Board the Directors of the Corporation held on December 4, 2007, to read in its entirety, as follows:

"7.1. Stock Certificates. The shares of the corporation shall be represented by certificates, provided that the board of directors of the corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the corporation. Notwithstanding the adoption of such a resolution by the board of directors, every holder of stock represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate signed by, or in the name of the corporation by the chairman or vice-chairman of the board of directors, if any, or the president or vice-president, and by the treasurer or an assistant treasurer, or by the secretary or an assistant secretary of such corporation representing the number of shares registered in certificate form. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent, or registrar at the time of issue."

2. The foregoing amendment to the Bylaws of the Corporation has not been modified, amended, rescinded or revoked and remains in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name on December 6, 2007.

/s/ Alan Fuhrman

Alan Fuhrman

Assistant Secretary
