FORM 4

Check this box if no longer subject

to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

| shington, | D.C. | 20549 |  |
|-----------|------|-------|--|
|           |      |       |  |

| STATEMENT OF CHANGES IN BENEFICIAL OWNERSH | ΙP |
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OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person*     Ross Kade                   |  |  |  | 2. Issuer Name and Ticker or Trading Symbol Bandwidth Inc. [ BAND ]   |  |   |  |                                     |   |   |                           |  |  | all applicable) Director   |   | 10% Ov  |  | vner                  |
|---|--|--|--|---|--|---|--|-------------------------------------|---|---|---------------------------|--|--|--|---|---|--|-----------------------|
| ,   | ,  | Middl  | e)   | 3. Date of Earliest Transaction (Month/Day/Year) 04/01/2024   |  |   |  |                                     |   |   |                           |  | X  | below)   |   |   | below)   | specify               |
| 2230 BANDMATE WAY   |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |   |  |                                     |   |   |                           | Line)  |  |  |   |   |  |                       |
| Street) RALEIGH NC 27607  |  |  |  |   |  |   |  |                                     |   |   |                           | X Form filed by One Reporting Person  Form filed by More than One Reporting  Person  |  |  |   |   |  |                       |
| (City) (State) (Zip)  |  |  |  | Ru  | Rule 10b5-1(c) Transaction Indication  |   |  |                                     |   |   |                           |  |  |  |   |   |  |                       |
|   |  |  |  | X   | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.   |   |  |                                     |   |   |                           |  |  |  |   |   |  |                       |
|   | Table  | 1 - 1  | Non-Deriva   | tive  | Secui  | rities  | Acc  | quire                               | ed, Di  | sposed o  | f, or l                   | Benefic  | ially                                      | Own  | ed  |   |  |                       |
| Date  |  | Date   | Execution ar) if any   |   | on Date, T   |   |  |                                     |   |   | Securi<br>Benefi<br>Owned |  | ities<br>icially<br>d Following            | Form: D<br>(D) or<br>Indirect  | irect (I)                                     | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |                       |
|   |  |  |  |   |  |   | C  | ode                                 | V A   | mount   | (A) or<br>(D)             | Price  | Trans                                      |  | action(s)                                     | (111501.4)  |  | (111511.4)            |
| Class A Common Stock 04/01/202  |  | 04/01/202  | 4  | Į.  |  |   | S <sup>(1)</sup>   |                                     | 3,500   | D   | \$17.842                  | .8426(2)   |  | 25,365   |   |   |  |                       |
|   | Tal  | ble  |  |   |  |   |  |                                     |   |   |                           |  |  | )wne   | d   |   |  |                       |
| 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year)   | Exe<br>if ar   | cution Date,<br>ny   |   |  | of  |  | Expiration Date<br>(Month/Day/Year) |   | Amount or   |                           | t<br>r   |  | derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | Own<br>For<br>Dire<br>or I                    | m:<br>ect (D)<br>ndirect  | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                       |
|   | (Fir NDWIDTH NDMATE )  GH NC  (State of Conversion or Exercise Price of Derivative | (First) (INDWIDTH INC. INDMATE WAY  GH NC 2  (State) (A  Table  Security (Instr. 3)  Common Stock  Tal  2. Conversion or Exercise Price of Derivative (Month/Day/Year) | (First) (Middle NDWIDTH INC. INDMATE WAY  SH NC 2760  (State) (Zip)  Table I - I  Security (Instr. 3)  Common Stock  Table  2. Conversion or Exercise Price of Derivative (Month/Day/Year) if all (Mon | (First) (Middle)  NDWIDTH INC.  NDMATE WAY  GH NC 27607  (State) (Zip)  Table I - Non-Deriva  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Common Stock  04/01/202  Table II - Derivati (e.g., pu | Bar   Sade   Bar   Sade   Sa | Bandwid  (First) (Middle)  NDWIDTH INC.  NDMATE WAY  GH NC 27607  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) | Bandwidth I  (First) (Middle)  NDWIDTH INC.  (NDMATE WAY  SH NC 27607  (State) (Zip)  Table I - Non-Derivative Securities  Full 10b5-    X   Check this box satisfy the affir    X   Check this box satisfy th | Bandwidth Inc.                      | Bandwidth Inc. [BA  (First) (Middle)  NDWIDTH INC.  (State) (Zip)  Table I - Non-Derivative Securities Acquire  (Month/Day/Year)  (Security (Instr. 3)  Table II - Derivative Securities Acquire  (e.g., puts, calls, warrants, opton or Exercise Price of Derivative Security  Security  (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, opton or Exercise Price of Derivative Security  (Month/Day/Year)  Security  A. Deemed Execution Date, if any (Month/Day/Year)  Table III - Derivative Securities Acquired (e.g., puts, calls, warrants, opton of Date (Month/Day/Year)  Security  A. Deemed Execution Date, if any (Month/Day/Year)  Security  Security  A. Deemed Execution Date, if any (Month/Day/Year)  Security  Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) (Instr. 3, 4) | Bandwidth Inc. [BAND]  3. Date of Earliest Transaction (Mont 04/01/2024  4. If Amendment, Date of Original File  (State) (Zip)  Rule 10b5-1(c) Transaction  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Distantian (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Distantian (Code (Instr. 8))  Table II - Derivative Securities Acquired, Distantian (Code (Instr. 8))  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Month/Day/Year) (Month/Day/Year)  Security (Instr. 3) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Security (Instr. 3) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | Bandwidth Inc. [BAND]     | Bandwidth Inc. [BAND]  3. Date of Earliest Transaction (Month/Day/Year) 04/01/2024  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Rule 10b5-1(c) Transaction Indicati    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box to indicate that a transaction was made p satisfy the affirmative defense conditions of Rule 10b5-1    X   Check this box t | Bandwidth Inc. [BAND]   (First)   (Middle) | Bandwidth Inc.   BAND  | Bandwidth Inc. [BAND]   Check all application | Bandwidth Inc.   BAND   | Bandwidth Inc.   BAND  | Bandwidth Inc.   BAND |

## **Explanation of Responses:**

- 1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 7, 2023.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.47 to \$18.435. The Reporting Person undertakes to provide Bandwidth Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

## Remarks:

/s/ Leah Webb, Attorney-in-Fact for Kade Ross

04/03/2024

\*\* Signature of Reporting Person Date

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

- \* If the form is filed by more than one reporting person, see Instruction 4 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.