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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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

Date of Report (Date of earliest event reported) April 7, 2020

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**BANDWIDTH INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38285**  
(Commission  
File Number)

**56-2242657**  
(IRS Employer  
Identification No.)

**900 Main Campus Drive**  
**Raleigh, NC 27606**  
(Address of principal executive offices) (Zip Code)

**(800) 808-5150**  
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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, par value \$0.001 per share	BAND	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## Item 7.01 Regulation FD Disclosure.

On April 7, 2020, the Council of State authorized the sale by the State of North Carolina (the “State”) to Bandwidth Inc. (“Bandwidth”) of approximately 40 acres of vacant land located at the southwest quadrant of Reedy Creek Road and Edwards Mill Road in Raleigh, North Carolina (the “Land”). The consideration for the proposed sale of the Land to Bandwidth is \$30,000,000.

If Bandwidth completes the acquisition of the Land, Bandwidth will construct, at Bandwidth’s expense, a parking lot and related improvements (the “Parking Improvements”) on land adjacent to the approximately 40 acres to be sold to Bandwidth that will be retained by the State (the “Adjoining Land”). In order for Bandwidth to construct the Parking Improvements, the State will provide to Bandwidth a short-term ground lease to the Adjoining Land. Upon completion of the Parking Improvements, the ground lease to the Adjoining Land will terminate and the State will assume ownership of the Parking Improvements. If Bandwidth constructs covered parking on the Land, Bandwidth also will enter into an agreement with the State for the State’s use of Bandwidth’s parking facilities on the Land during the annual eleven-day period when the State’s State Fair operates.

The purchase and sale of the Land, as well as the transactions described above, remain subject to the execution of definitive agreements. No definitive agreements relating to the purchase and sale of the Land or the transactions described above have been signed at this time. Bandwidth anticipates that any definitive agreements also will be subject to due diligence and other customary closing conditions.

Bandwidth anticipates that Bandwidth may assign its rights and obligations under any definitive agreements to a third party real estate developer. Bandwidth anticipates that, if Bandwidth assigns its rights and obligations, Bandwidth would concurrently enter into a lease for one or more buildings to be constructed on the Land by the third party real estate developer.

The information contained in this Current Report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

### Forward-Looking Statements

In this Current Report on Form 8-K, we make forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this Current Report on Form 8-K, other than statements of historical fact, are forward-looking statements. Forward-looking statements generally can be identified by the words “may,” “will,” “expect,” “believe,” “anticipate,” “intend,” “could,” “would,” “project,” “plan,” “estimate,” or “continue,” or the negative of these words or other similar terms or expressions that concern our expectations strategy, plans or intentions.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	Bandwidth Inc. press release, dated April 7, 2020

**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.

BANDWIDTH INC.

Date: April 7, 2020

By: /s/ Jeffrey A. Hoffman

Name: Jeffrey A. Hoffman

Title: Chief Financial Officer

## **Bandwidth to Build New Home in Raleigh**

### ***State of North Carolina Approves Company to Purchase Land in Raleigh for New Corporate Headquarters***

RALEIGH, N.C., April 7, 2020 /PRNewswire/ -- Bandwidth Inc. (NASDAQ: BAND) ("Bandwidth"), a software company focused on communications for the enterprise, today announced that the Company was approved to purchase a 40-acre plot of land from the State of North Carolina for \$30 million to build a new headquarters location for the Company.

The North Carolina Council of State approved the NC Department of Administration to sell the land to the Company. The land is located at the southwest corner of Reedy Creek Rd and Edwards Mill Rd and is currently managed by the NC Department of Agriculture primarily for State Fair parking. As part of the transaction, Bandwidth will agree to improve parking capacity and function for the NC State Fair. The transaction is pending a formal purchase and sale agreement between the Company and the State and is subject to due diligence.

“As an essential Nationwide service provider of 911, voice calls and text messages headquartered here in North Carolina, we are proud to have kept up with the unprecedented levels of demand for communications services during this challenging time,” said David Morken, founder & CEO of Bandwidth. “We’re enabling a more connected world at a time when people everywhere need it most. Our mission is critical, and we remain steadfast in continuing to execute on that mission for the people of North Carolina and all Americans.”

“We are proud to be North Carolina raised! Deeper roots in our vibrant community will support our growing customers and our flourishing team.” Morken continued. “We’ve been scouting for ideal ground on which to cultivate our bright future, a place to plant innovative seeds of thought and to harvest success for our customers for many seasons to come. And we are thrilled to support the North Carolina State Fair. What a blessing to build our new headquarters in such an incredible spot in Raleigh, just minutes from Umstead State Park and with easy access to so many other parts of the Triangle.”

Bandwidth has committed to hire 1,165 new employees over the next eight years. The Company will receive up to \$32 million from the State in a North Carolina Job Development Investment Grant over a 12-year period starting in 2024, if the Company meets the hiring requirements.

“Though the current backdrop is highly challenging for everyone, the Commerce Department is proud to continue carrying out its mission – and that includes helping companies execute strategic growth plans that involve North Carolina,” said North Carolina Commerce Secretary Anthony M. Copeland. “Today’s announcement by Bandwidth showcases the resiliency and reliability of our state and its renowned economic assets – especially our tech-savvy workforce.”

“Our City and our world is going through an unprecedented challenge,” said Raleigh Mayor Mary-Ann Baldwin. “Despite this, companies like Bandwidth still want to grow and expand here – and call Raleigh home. We appreciate this commitment to grow jobs here, as well as the company's philanthropic spirit and its leadership in the innovation space. In particular, I want to thank David Morken and his team for looking at creative ways to develop the Bandwidth Campus while delivering an asset that will benefit the entire community.”

#### **About Bandwidth**

Bandwidth (NASDAQ: BAND) is a software company focused on communications for the enterprise. Companies like Google, Microsoft, Cisco, Zoom and RingCentral use Bandwidth's APIs to easily embed voice, messaging and 911 access into software and applications. Bandwidth is the first and only CPaaS provider offering a robust selection of communications APIs built around their own nationwide IP voice network – one of the largest in the nation. More information available at [www.bandwidth.com](http://www.bandwidth.com).

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