

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): January 4, 2022

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.

Item 7.01 Regulation FD Disclosure

A copy of a slide presentation that Bandwidth Inc. (the "Company") has posted on the Company's Investor Relations website at <https://investors.bandwidth.com/> is attached to this Current Report on Form 8-K ("Current Report") as Exhibit 99.1 and is incorporated by reference herein.

The information contained in this Item 7.01 and Exhibit 99.1 hereto 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 reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Investor Presentation dated December 2021](#)

104 Cover Page Interactive File (the cover page tags are embedded within the Inline XBRL document)

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: January 4, 2022

By: /s/ Brandon Asbill
Name: Brandon Asbill
Title: General Counsel and Secretary



Investor Presentation

December 2021





Legal disclaimer

This presentation contains forward-looking statements. All statements contained in this presentation other than statements of historical facts, including, without limitation, future financial and business performance for the third quarter 2021 and full-year 2021, attractiveness of our product offerings and platform and the value proposition of our products, are forward-looking statements. The words “anticipate,” “believe,” “continue,” “estimate,” “expect,” “intend,” “guide,” “may,” “will” and similar expressions and their negatives are intended to identify forward looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives and financial needs. These forward-looking statements are subject to a number of risks and uncertainties, including, without limitation, risks related to our rapid growth and ability to sustain our revenue growth rate, competition in the markets in which we operate, market growth, our ability to innovate and manage our growth, our ability to expand effectively into new markets, risks that the anticipated benefits of the acquisition of Voxbone may not be fully realized or may take longer to realize than expected, our ability to operate in compliance with applicable laws, as well as other risks and uncertainties set forth in the “Risk Factors” section of our latest Form 10-K filed with the Securities and Exchange Commission and any subsequent reports that we file with the Securities and Exchange Commission. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, we cannot guarantee future results, levels of activity, performance, achievements or events and circumstances reflected in the forward-looking statements will occur. We are under no obligation to update any of these forward-looking statements after the date of this presentation to conform these statements to actual results or revised expectations, except as required by law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this presentation. This presentation also includes certain guidance on non-GAAP financial measures. These non-GAAP financial measures are in addition to, and not as a substitute for or superior to measures of financial performance prepared in accordance with GAAP. There are a number of limitations related to the use of these non-GAAP financial measures versus their nearest GAAP equivalents. For example, other companies may calculate non-GAAP financial measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of the Company’s non-GAAP financial measures as tools for comparison. The Company provides a reconciliation of certain non-GAAP measures to the most directly comparable GAAP measures, which are available in the earnings press release for the relevant period and in the appendix of this presentation.





A global cloud communications leader
powering **enterprise digital transformation**
through **software APIs**
and our **global network**



Bandwidth at a glance



\$83B

Global
TAM

36%

CPaaS Revenue growth
3-year CAGR

60+

Global operations in
60+ countries



Worldwide CPaaS Leader
in 2021 IDC MarketScape

Google Microsoft
zoom RingCentral Uber

Trusted by top enterprise brands

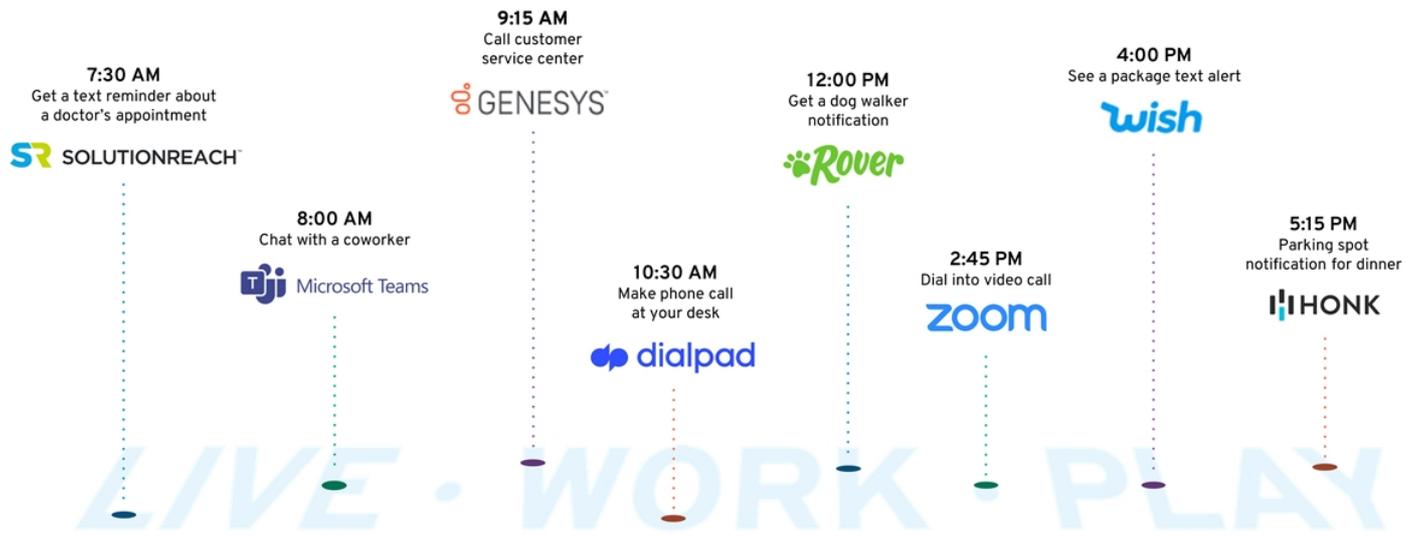


Led by Co-
Founder/CEO
David Morken



HQ in Raleigh, NC
United States

Bandwidth APIs power the digital communications revolution...



Our vast software API library powers next-gen, global use cases

Bandwidth's communication software is easy to embed, comes with a broad set of pre-defined use cases, and is easily customizable



...and it's only just begun

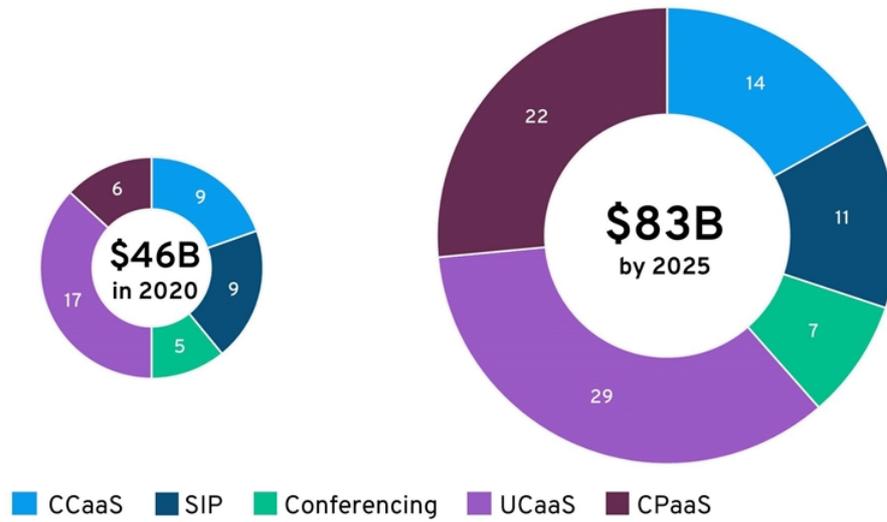


of global business phones
are in the cloud*



of global call center
agents are in the cloud*

Large and expanding TAM



Sources:

UCaaS and Conferencing from Gartner Unified Communications Worldwide Forecast (September 2021); CPaaS from IDC Worldwide Communications Platform-as-a-Service Forecast (September 2021); CCaaS from IDC Worldwide Contact Center Applications Software Forecast (June 2020); SIP from OMDIA SIP Trunking Services Worldwide Forecast (September 2021)



Uniquely positioned in the CPaaS Market

Software-driven APIs
backed by the power of our
global network platform



Pure-Play CPaaS Providers



Legacy Network Operators



An open software platform built for digital transformation



Bandwidth Enterprise Communications Platform as a Service

Global Software-Powered Network

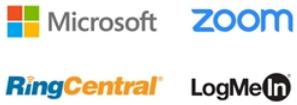
Enterprise-Grade Support and Services

Opportunities across 4 key customer categories



Work Communications

UCaaS, Conferencing, Collaboration



Contact Center Platforms

CCaaS



Brand to Customer Engagement

SaaS & Apps



Global Enterprises



Growth strategy capitalizing on the move to the cloud

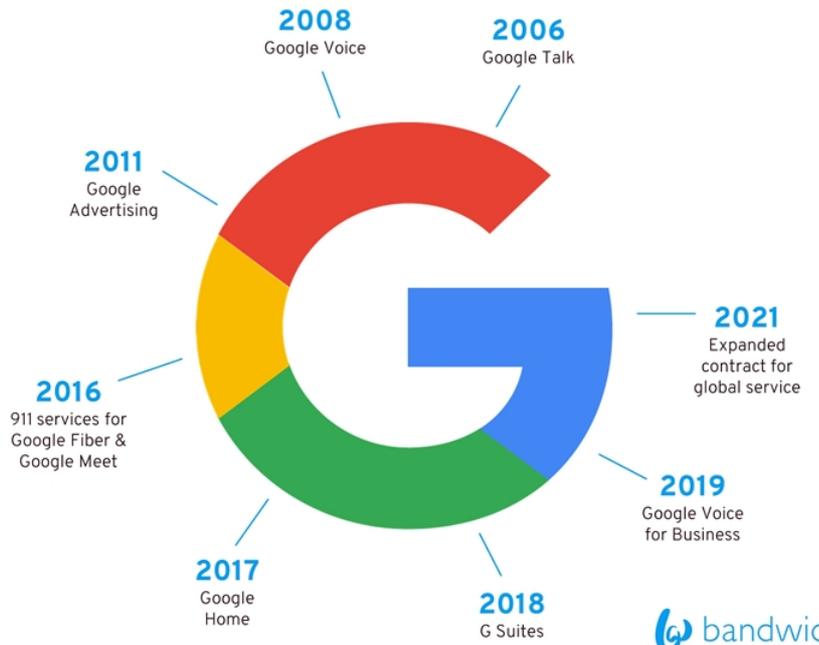




Powering the global digital innovators

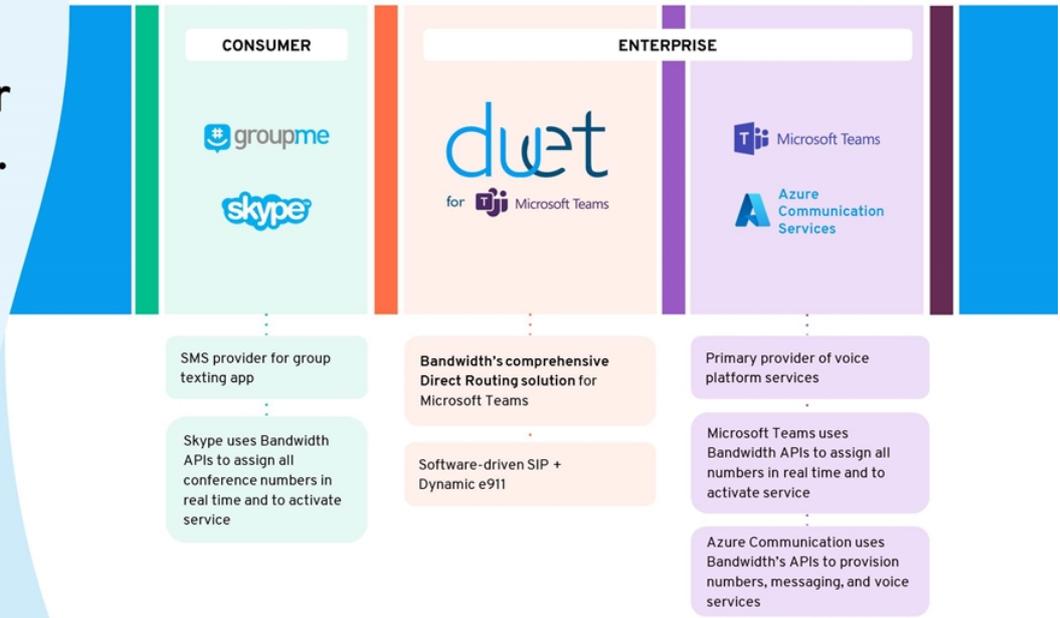
Co-creating to add offerings and enter new markets for 16 years!

A long standing relationship with...



Co-creating cloud communications for a decade; powering innovation today in multiple ways

A primary provider relationship with...



Enabling innovation with...

zoom

Co-creating to disrupt the market and bring specialized features to life

"As a partner, Bandwidth has been great at equally being responsive to our needs and the dynamics that are occurring in the market. Absorbing the feedback we have, and taking it to heart in terms of what are the types of solutions you'll bring."

Vi Chau, Product Manager
Zoom Phone



Zoom required an enterprise-grade, software driven platform to take on challenges and Bandwidth delivered.

 bandwidth

Solving for unique challenges with...



a Fortune 100
financial services
company



SITUATION

Their CCaaS platform and their fraud identification platform could not properly integrate call information.



SOLUTION

Integrating Bandwidth helps them access and manipulate call flow and automate processes, ultimately creating a better CX and better ROI vs. the bundled CCaaS telecom package.

 bandwidth

In the cloud communications revolution, All roads lead to Bandwidth

Cloud communications
adoption is growing

Digital transformation
is complex

Global scale
is crucial



A Global Software
Platform
and Network

Future-Proofing
Digital Communications

20+ Years of
Domain Expertise



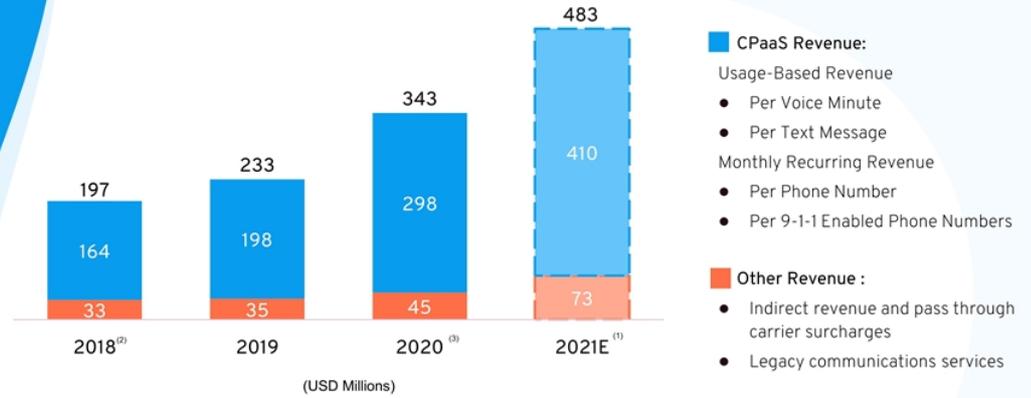


Financial Information

**+36%
CAGR**

2018 - 2021 E
CPaaS Revenue

Years of continuous growth



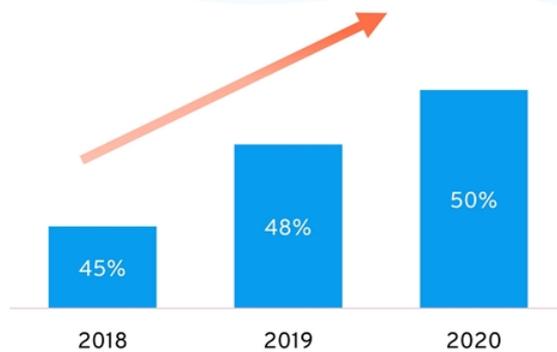
⁽¹⁾2021E represents mid-point of guidance range provided in earnings press release issued on November 8, 2021 and reflects previously disclosed \$9M-\$12M estimated impact of DDoS attack

⁽²⁾Total and Other Revenue in 2018 are normalized to exclude a one-time settlement from Verizon in the amount of \$6.3M

⁽³⁾2020 includes CPaaS revenue of \$17M and Other Revenue of \$1M from Voxbone acquisition.

Global footprint,
expanding scale
and network
ownership drive
margin expansion

Expanding Non-GAAP CPaaS Gross Margin



Note: We define Non-GAAP gross profit as gross profit after adding back depreciation, amortization of acquired intangible assets related to acquisitions and stock-based compensation. We calculate Non-GAAP gross margin by dividing adjusted gross profit by revenue, expressed as a percentage of revenue. See Appendix for GAAP to Non-GAAP reconciliation

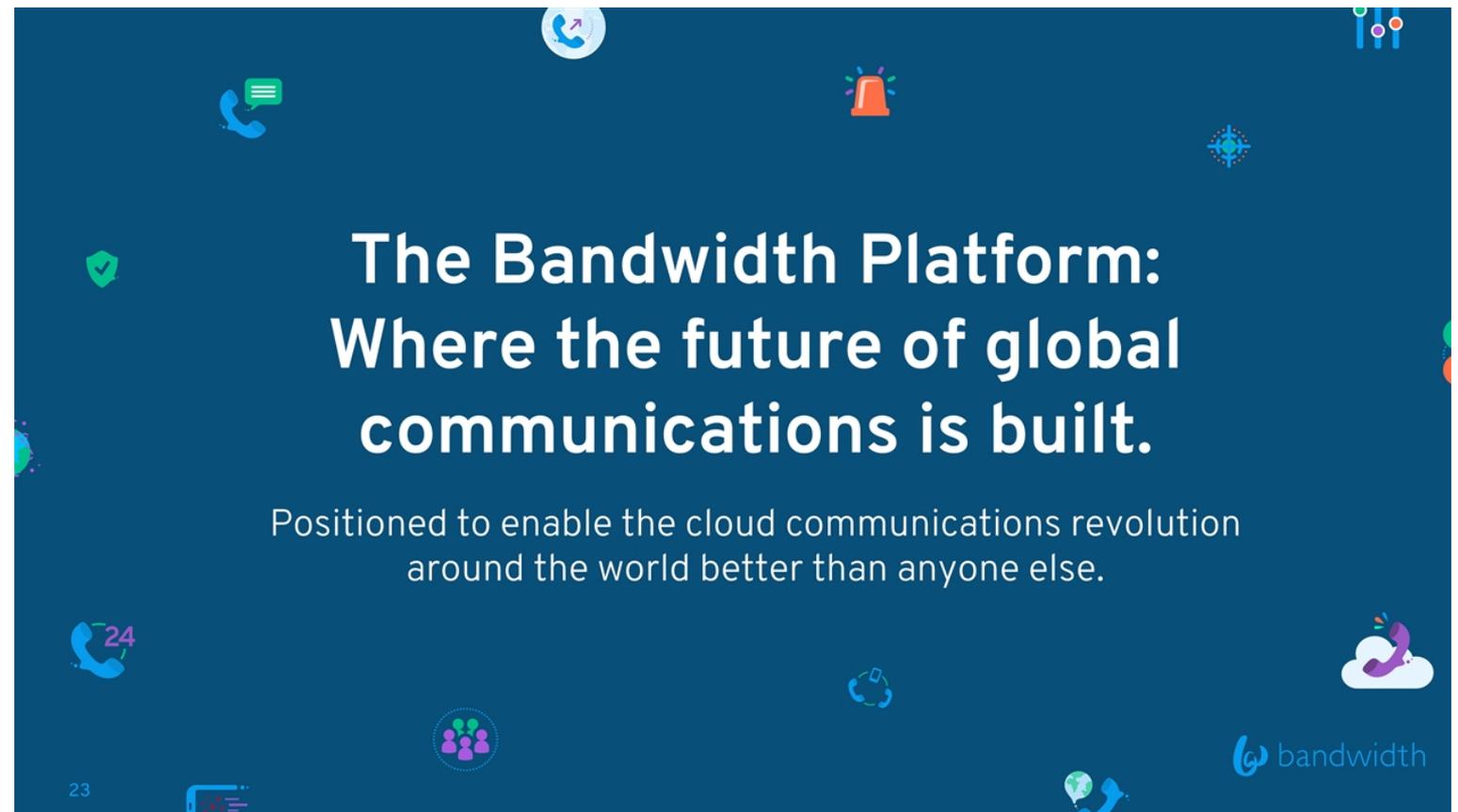
Committed to
investing in our
future with
profitable
discipline

Profitability Performance



⁽¹⁾We define Non-GAAP Net Income (Loss) excludes stock-based compensation, amortization of acquired intangible assets, amortization of debt discount and issuance costs for convertible debt, acquisition related expense, impairment charges of intangible assets, loss (gain) on disposal of property and equipment, estimated tax impact of above adjustments, income tax (benefit) provision resulting from excess tax benefits, vesting of restricted stock units and equity compensation, and expense resulting from recording the valuation allowance on our deferred tax assets ("DTA"). See Appendix for non-GAAP reconciliation

⁽²⁾ 2021E represents mid-point of guidance range provided in earnings press release issued on November 8, 2021



The Bandwidth Platform: Where the future of global communications is built.

Positioned to enable the cloud communications revolution
around the world better than anyone else.

 bandwidth



Appendix



GAAP to Non-GAAP Reconciliation – Net Income

USD millions, except per share amounts

	FY18	FY19	FY20
Net income (Loss)	17.9	2.5	(44.0)
Stock-based compensation	3.3	6.6	9.9
Amortization of acquired intangibles	0.5	0.5	3.7
Amortization of debt discount and issuance costs for convertible debt	-	-	15.6
Acquisition-related expenses	-	-	14.5
Loss on disposal of property and equipment	0.2	0.5	0.3
Estimated tax effects of adjustments (1)	(1.0)	(1.9)	(0.8)
Valuation allowance (2)	-	-	15.0
Income tax benefit of equity compensation (3)	(11.9)	(13.5)	-
Non-GAAP net income (Loss)	9.0	(5.3)	14.2
Net income (loss) per share			
Basic	0.96	0.11	(1.83)
Diluted	0.85	0.10	(1.83)
Non-GAAP net income (loss) per share			
Basic	0.49	(0.23)	0.59
Diluted	0.43	(0.23)	0.55
<i>Non-GAAP weighted average number of shares outstanding</i>			
Non-GAAP basic shares	18.6	22.6	24.1
Convertible debt conversion	-	-	1.0
Stock options issued and outstanding	2.4	-	0.4
Nonvested RSUs outstanding	0.2	-	0.4
Non-GAAP diluted shares	21.1	22.6	25.9

(1) The Non-GAAP tax-effect is determined using a blended rate of statutory tax rates in the jurisdictions where the Company has tax filings. When the Company has a valuation allowance recorded and no tax benefits will be recognized, the rate in that jurisdiction is considered to be zero.

(2) The Company recognized a tax expense to record a valuation allowance on U.S. deferred tax assets.

(3) The Company recognizes no income tax benefit of equity compensation due to the valuation allowance on U.S. deferred tax asset recorded within 2Q20.

Note: Totals may not sum due to rounding

GAAP to Non-GAAP Reconciliation – CPaaS Gross Profit

USD millions, except per share amounts

	FY18	FY19	FY20
CPaaS Gross Profit	70.1	87.6	137.4
CPaaS Gross Margin %	43%	44%	46%
Depreciation	4.5	6.6	9.5
Stock-based compensation	0.1	0.2	0.2
Amortization of acquired intangible	-	-	1.4
Non-GAAP CPaaS Gross Profit	74.7	94.4	148.6
Non-GAAP CPaaS Gross Margin %	45%	48%	50%

Note: Totals may not sum due to rounding