SEC Form 4

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
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person[*] Matton W. Christopher	2. Issuer Name **and** Ticker or Trading Symbol Bandwidth Inc. [BAND]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) C/O BANDWIDTH INC. 900 MAIN CAMPUS DRIVE, SUITE 100	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2020	Director 10% Owner X Officer (give title below) Other (specify below) General Counsel
(Street) RALEIGH NC 27606	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/31/2020		M		927	A	$0	10,523	D	
Class A Common Stock	01/02/2021		M		1,471	A	$0	11,994	D	
Class A Common Stock	01/04/2021		S[(1)]		275	D	$157.4474	11,719	D	
Class A Common Stock	01/04/2021		F		483	D	$153.67	11,236	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	[(2)]	12/31/2020		M			927	[(3)]	[(3)]	Class A Common Stock	927	$0	3,710	D	
Restricted Stock Units	[(2)]	01/02/2021		M			1,471	[(4)]	[(4)]	Class A Common Stock	1,471	$0	2,943	D	

Explanation of Responses:

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

2. Each Restricted Stock Unit represents a contingent right to receive one share of the Company's Class A Common Stock.

3. On January 2, 2020, the Reporting Person was granted 7,420 shares of Restricted Stock Units, half of which vest in four equal quarterly installments beginning on March 31, 2020, and the remainder vest in three equal annual installments beginning on January 2, 2022.

4. On January 2, 2019, the Reporting Person was granted 8,829 Restricted Stock Units. One half of the Restricted Stock Units vest in four equal quarterly installments beginning on March 31, 2019. The remaining Restricted Stock Units vest in three equal annual installments beginning on January 2, 2021.

Remarks:

/s/ W. Christopher Matton   01/05/2021
** 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.