[ ]

## FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	DVAL
OMB Number:	3235-0287
Estimated average burg	len
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

1. Name and Address of Reporting Person <sup>*</sup> Allen Noreen				uer Name <b>and</b> Ticke dwidth Inc. [		Symbol	(Check	tionship of Reportin all applicable) Director Officer (give title	10% C		
(Last) (First) (Middle) C/O BANDWIDTH INC. 900 MAIN CAMPUS DRIVE, SUITE 100				e of Earliest Transa 1/2021	iction (Month/	Day/Year)	X			ow)	
(Street) RALEIGH NC 27606				mendment, Date of	Original Filed	(Month/Day/Year)	6. Indiv Line) X				
(City)	(State)	(Zip)									
		Table I - No	n-Derivative S	Securities Acq	uired, Dis	posed of, or Benef	icially	Owned			
1. Title of Secur	itv (Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A)	or	5. Amount of	6. Ownership	7. Nature	

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		ansaction ode (Instr.		Acquired (D) (Instr.	3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Class A Common Stock	02/21/2021		М		3,463	A	\$ <mark>0</mark>	12,400	D	
Class A Common Stock	02/21/2021		F		1,029	D	\$188.83	11,371	D	

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

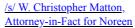
	(														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 6. Date Exercisable and Expiration Date (Month/Day/Year) Securities		ate	Amount of		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	(1)	02/21/2021		М			3,463	(2)	(2)	Class A Common Stock	3,463	\$ <mark>0</mark>	3,463	D	

Explanation of Responses:

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

2. On February 21, 2018, the Reporting Person was granted 13,852 Restricted Stock Units which vest in four equal annual installments beginning on February 21, 2019.

## Remarks:



02/23/2021

Allen

\*\* 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.