
**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 11, 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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Appointment of Rebecca Bottorff as Director

On January 11, 2022, the board of directors (the “Board”) of Bandwidth Inc., a Delaware corporation (the “Company”), increased the number of directors that constitutes the Board from five to six directors, and appointed Rebecca Bottorff to fill the vacancy resulting from such increase, effective as of January 11, 2022. Ms. Bottorff will serve as a Class III Director and will serve until the 2023 annual meeting of the Company’s stockholders.

Ms. Bottorff has served as Chief People Officer of the Company since 2010. As Chief People Officer, Ms. Bottorff leads the Company’s People Services team and helps shape the Company’s corporate culture. Prior to joining the Company, Ms. Bottorff was founder and President of Venture Savvy Consulting Group, providing human resources and leadership expertise primarily to growing technology companies. Prior to that, she was Vice President of Human Resources and a member of the executive team at Motricity (now Voltari), a publicly traded digital advertising company. Earlier, she was Vice President of Human Resources and a member of the executive team at then-public Konover Property Trust. She holds a B.A in Sociology from the University of Cincinnati. Ms. Bottorff’s compensation arrangement as the Company’s Chief People Officer is described in the section titled “Executive Compensation” in the Company’s definitive proxy statement for the 2021 Annual Meeting of Stockholders (File No. 011-38285), filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 6, 2021. Ms. Bottorff shall receive no additional compensation for her service as a director of the Company.

Departure of Chief Marketing Officer, Noreen Allen

On January 14, 2022, the Company entered into a letter agreement (the “Allen Letter Agreement”) with Noreen Allen, the Company’s outgoing Chief Marketing Officer, in connection with her resignation. As previously disclosed in the Current Report on Form 8-K filed with the SEC by the Company on November 30, 2021, Ms. Allen previously submitted her resignation and will depart the Company effective January 14, 2022.

Pursuant to the Allen Letter Agreement, Ms. Allen will be entitled to receive (i) a cash amount equal to \$305,146.08, payable over twelve months, (ii) an additional cash amount equal to the Management-by-Objective cash bonus that Ms. Allen would have otherwise earned for 2021 performance (if any), payable in February 2022 (which amount has not yet been determined), and (iii) a monthly healthcare stipend of \$568.35, payable for twelve months, which is intended to facilitate the purchase of healthcare coverage. Additionally, under the Allen Letter Agreement, 3,463 restricted stock units granted to Ms. Allen that are scheduled to vest on February 21, 2022 will become fully vested on January 14, 2022.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Bandwidth Inc. press release, dated January 18, 2022
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.

Date: January 18, 2022

BANDWIDTH INC.

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

Bandwidth Appoints Rebecca Bottorff to Board of Directors, Expanding Board to Six Members

Longtime Chief People Officer brings significant tech leadership experience working with public and private company boards and helping scale growth through culture-building

RALEIGH, N.C. – January 18, 2022 -- [Bandwidth Inc.](#) (NASDAQ: **BAND**), a leading global enterprise cloud communications company, today announced the appointment of Rebecca Bottorff, the company's longtime Chief People Officer, to its board of directors. The appointment is effective immediately and expands Bandwidth's board to six members, four of whom are independent. Bottorff will continue to serve as the company's Chief People Officer.

Bottorff has a nearly 30-year track record of enabling organizations to scale by building employer-of-choice cultures with highly engaged workforces. In her more than 10-year career at Bandwidth, she led the development of the company's unique award-winning, mission-first culture and "Whole Person Promise" that attracts key talent and helps accelerate growth. She was an instrumental member of the executive team during key Bandwidth milestones such as the spin-off of a successful new venture, an initial public offering and the integration of a complex global acquisition. Bottorff has deep experience working with boards of directors, both as a human resources executive and as a consultant, at a number of public and private companies in addition to Bandwidth.

"Rebecca has been an essential partner during many different phases of building Bandwidth into the global company we are today, and she's been a visionary in defining the talent and culture we need for who we want to be in the future," said David Morken, Bandwidth's Chairman, Co-founder and CEO. "She has never been afraid to speak her mind and challenge the status quo. Her insight into Bandwidth's 'beating heart' as a member of our board of directors is vital as we continue to grow our reach around the globe."

"I am honored to add my perspective to the strong group of leaders with a wide breadth of backgrounds on Bandwidth's board," said Bottorff. "Talent and culture have always been a differentiator at Bandwidth, and they've never been more important to winning in the global marketplace. In all the stages of growth I've seen at Bandwidth, I am most excited about this next chapter."

Before Bandwidth, Bottorff was founder and President of Venture Savvy Consulting Group, providing human resources and leadership expertise primarily to growing technology companies. Prior to that, she was Vice President of Human Resources and a member of the executive team at Motricity (now Voltari), a publicly traded digital advertising company. Earlier, she was Vice President of Human Resources and a member of the executive team at then-public Konover Property Trust. She holds a B.A in Sociology from the University of Cincinnati.

About Bandwidth Inc.

Bandwidth (NASDAQ: BAND) is a global communications software company that helps enterprises connect people around the world with cloud-ready voice, messaging and emergency services. Backed by a network reaching 60+ countries covering 90 percent of global GDP, companies like Cisco, Google, Microsoft, RingCentral, Uber and Zoom use Bandwidth's APIs to easily embed communications into software and applications. Bandwidth has more than 20 years in the technology space and was the first Communications Platform-as-a-Service (CPaaS) provider to offer a robust selection of APIs built around our own global network. Our award-winning support teams help businesses around the world solve complex communications challenges every day. More information is available at www.bandwidth.com.

Investor Contact

Sarah Walas
Bandwidth
+1 919-504-6585
ir@bandwidth.com

Media Contact

David Doolittle
Bandwidth
ddoolittle@bandwidth.com
+1 919-275-5571