
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) December 21, 2018

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 (Address of principal executive offices)		27606 (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 (see General Instruction A.2. below):

- 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))

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.

On December 21, 2018, Bandwidth Inc. announced the resignation of its President, John C. Murdock, effective as of December 31, 2018.

In connection with Mr. Murdock's transition, Mr. Murdock will receive the following cash compensation:

- \$340,000, representing 12 months of Mr. Murdock's base pay, payable on a semi-monthly basis in the amount of \$14,166.67, less customary and applicable deductions;
- \$193,800, representing Mr. Murdock's anticipated 2019 bonus, payable on a semi-monthly basis in the amount of \$14,166.67, less customary and applicable deductions; and
- Mr. Murdock's 2018 bonus, if any, to be based on the Company's 2018 financial performance, payable on or before March 15, 2019; and
- A monthly healthcare stipend in the amount of \$1,849.51 (for the months of January 2019 and February 2019) and \$1,933.33 (for the months of March 2019 through December 2019) until the earlier of December 31, 2019 or Mr. Murdock's eligibility for healthcare benefits from another company.

Restricted stock units with respect to 17,725 of shares of Bandwidth's Class A common stock previously awarded to Mr. Murdock on or about February 21, 2018 also will vest in full as of February 21, 2019, if Mr. Murdock continues to serve as a member of the Company's Board of Directors through and until February 21, 2019.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Bandwidth Inc. press release, dated December 21, 2018

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: December 21, 2018

By: /s/ Jeffrey A. Hoffman

Name: Jeffrey A. Hoffman

Title: Chief Financial Officer

Bandwidth Announces Executive Transition

John Murdock to step down as President at the end of 2018; will continue in his role as Director

Raleigh, NC - December 21, 2018 - Bandwidth Inc. (NASDAQ: BAND), a software company focused on communications for the enterprise, today announced that John Murdock, President, will resign from his role as President of the Company, effective December 31, 2018. Mr. Murdock will continue to serve as a member of the Company’s Board of Directors moving forward, and has shared his intention to work with the Bandwidth executive team to transition his duties through June 30, 2019.

“John has made extraordinary contributions to Bandwidth during his 10 years with the company. He has served closely and loyally alongside me in critical evolutions and has led key strategic initiatives throughout his tenure which have served to build the foundation of our platform and network, including paving the way and preparing the Company for its successful IPO,” said David Morken, Chief Executive Officer of Bandwidth. “In recent months John and I have discussed his interest in finding his next personal challenge, and together we agreed that 2019 was an optimal time to transition based on the strength of our market position and momentum of the business. I wish him the best in pursuit of his next endeavor, and want to thank John in advance for his contributions during the transition process and most importantly for his continued insights as a highly valued member of our Board of Directors. I will continue to treasure our deep relationship going forward.”

John Murdock, President of Bandwidth, said, “Bandwidth is an amazing company with an exceptional team that I believe is very well positioned for the long-term. Bandwidth has a highly differentiated value proposition for enterprise organizations, combining robust communications APIs and our own nationwide VoIP network, and I am excited to leverage my experience and continue playing a role in the company’s success as a member of the Board of Directors. Most importantly, I want to thank the extraordinary Bandwidth team and David in particular for the opportunity to serve, and to help make a difference with deep purpose and shared mission.”

About Bandwidth Inc.

Bandwidth (NASDAQ: BAND) is a software company focused on communications for the enterprise. Companies like Google, Microsoft, and Ring Central use Bandwidth’s APIs to easily embed voice, messaging and 9-1-1 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.