
**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) March 2, 2026

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.)

2230 Bandmate Way
Raleigh, NC 27607
(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 8.01 Other Events.

Bandwidth announced that it has entered into separate, privately negotiated repurchase agreements with a limited number of holders of its 0.50% Convertible Senior Notes due 2028 (the “Notes”) to repurchase (the “Repurchases”) approximately \$100 million aggregate principal amount of the Notes.

The repurchase price payable by Bandwidth will be paid in cash.

Bandwidth has previously entered into capped call transactions with certain financial institutions in connection with the Notes. All of these transactions are expected to remain in effect notwithstanding the Repurchases.

The Repurchases are expected to close on March 4, 2026, subject to the satisfaction of customary closing conditions. Following such closings, approximately \$150 million principal amount of the Notes will remain outstanding from an initial issued principal balance of \$250 million.

The information furnished with this Item 8.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Bandwidth Inc. press release, dated March 2, 2026
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: March 2, 2026

By: /s/ Daryl E. Raiford

Name: Daryl E. Raiford

Title: Chief Financial Officer

Bandwidth Announces Partial Repurchase of 0.50% Convertible Senior Notes Due 2028

Initially issued principal balance of \$250 million notes due 2028 reduced to \$150 million outstanding

Raleigh, N.C. - Mar 2, 2026 - Bandwidth Inc. (NASDAQ: BAND), a leading global enterprise cloud communications company, today announced that it has entered into separate, privately negotiated repurchase agreements with a limited number of holders of its 0.50% Convertible Senior Notes due 2028 (the "2028 Notes") to repurchase (the "Repurchases") \$100 million aggregate principal amount of the 2028 Notes at a discount to par value. The repurchase price payable by Bandwidth will be paid in cash.

Coinciding with this announcement, Bandwidth's 0.25% Convertible Senior Notes due 2026 reached maturity on March 1, 2026 and are being fully retired with cash on hand resulting in Bandwidth no longer having convertible notes outstanding with maturities prior to April 1, 2028, further simplifying its capital structure and reducing its debt profile.

"We recently announced Bandwidth's fourth quarter 2025 results, which included record levels of profitability and free cash flow. We also shared our expectations for 16 percent revenue growth and nearly 30 percent Adjusted EBITDA growth in 2026," said Daryl Raiford, Bandwidth's CFO. "These results and outlook gave us confidence to launch a balanced capital allocation strategy that includes planned record levels of investment in AI innovation, an \$80 million share repurchase program, and an accelerated de-levering campaign by repurchasing convertible debt at an attractive discount. With today's announced partial repurchase of our 2028 convertible notes and the full retirement of our 2026 notes, we have taken large steps to further strengthen our balance sheet while continuing to invest for long-term growth."

Bandwidth has previously entered into capped call transactions with certain financial institutions in connection with the 2028 Notes. All of these transactions are expected to remain in effect notwithstanding the Repurchases.

The Repurchases are expected to close on March 4, 2026, subject to the satisfaction of customary closing conditions. Following such closings, approximately \$150 million principal amount of the 2028 Notes will remain outstanding, from an initial issued principal balance of \$250 million.

No Offer or Solicitation

This press release is neither an offer to sell nor a solicitation of an offer to buy any securities described above, nor will there be any offer, solicitation or sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Bandwidth Inc.

Bandwidth (NASDAQ: BAND) is a global cloud communications software company that helps enterprises deliver exceptional experiences through voice calling, text messaging and emergency services. Our solutions and our Communications Cloud, covering 65+ countries and over 90 percent of global GDP, are trusted by all the leaders in unified communications and cloud contact centers—including Amazon Web Services (AWS), Cisco, Google, Microsoft, RingCentral, Zoom, Genesys and Five9—as well as Global 2000 enterprises and SaaS builders like Docusign, Uber and Yosi Health. As a founder of the cloud communications revolution, we are the first and only global Communications Platform-as-a-Service (CPaaS) to offer a unique combination of composable APIs, AI capabilities, owner-operated network and broad regulatory experience. Our award-winning support teams help businesses around the world solve complex communications challenges to reach anyone, anywhere. For more information, visit [Bandwidth.com](https://www.bandwidth.com).

Forward-Looking Statements

This press release includes forward-looking statements. All statements contained in this press release other than statements of historical facts, including, without limitation, the expected closing of the Repurchases discussed herein 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 including the closing of the Repurchases. These forward-looking statements are subject to a number of risks and uncertainties, including, without limitation, whether the conditions for closing the Repurchases will be satisfied, 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 press release 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 press release.

Investor Contact

Sarah Walas
Bandwidth
919-504-6585
IR@bandwidth.com