

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Hoffman Jeffrey A.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Bandwidth Inc. [BAND]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>	
(Last) (First) (Middle) <u>C/O BANDWIDTH INC.</u> <u>900 MAIN CAMPUS DRIVE, SUITE 500</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2019</u>			
(Street) <u>RALEIGH NC 27606</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(City) (State) (Zip)					6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	

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	02/21/2019		M		4,997	A	\$0.00	4,997	D	
Class A Common Stock	02/21/2019		F		1,484	D	\$52.25	3,513	D	
Class A Common Stock	02/22/2019		M		5,445	A	\$9.16	8,958	D	
Class A Common Stock	02/22/2019		s ⁽¹⁾		5,000	D	\$52.95	3,958	D	
Class A Common Stock	02/22/2019		s ⁽¹⁾		445	D	\$54.45	3,513	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)	02/21/2019		M			4,997	(3)	(3)	Class A Common Stock	4,997	\$0.00	14,991	D	
Stock Option (right to buy)	\$9.16	02/22/2019		M			5,445	(4)	06/03/2024	Class A Common Stock	5,445	\$0.00	68,495	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 February 21, 2018, the Reporting Person was granted 19,988 Restricted Stock Units which vest in four equal annual installments beginning on February 21, 2019.
4. The stock option is current exercisable.

Remarks:

/s/ Jeffrey A. Hoffman 02/25/2019
** 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.