

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK0001721962

Filer CCCXXXXXXXX

Is this a LIVE or TEST Filing?

☒ LIVE☐ TEST

Submission Contact Information

Name

Phone

E-Mail Address

144: Issuer Information

Name of Issuer

SEC File Number

Address of Issuer

Phone

Name of Person for Whose Account the Securities are To Be Sold

Bandwidth Inc.
001-38285
2230 BANDMATE WAY
RALEIGH
NORTH CAROLINA
27607
800-808-5150
Morken David A.

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to IssuerOfficer

Relationship to IssuerDirector

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common	Morgan Stanley Smith Barney LLC Executive Financial Services 1 New York Plaza 8th Floor New York NY 10004	1221	20781.42	26588688	01/03/2025	NASDAQ
Common	Morgan Stanley Smith Barney LLC Executive Financial Services 1 New York Plaza 8th Floor New York NY 10004	2777	48514.19	26588688	01/06/2025	NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired	Is this a Gift?	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
Common	01/02/2025	Restricted stock vesting under a registered plan	Issuer	☐		3557	01/03/2025	N/A
Common	01/03/2025	Restricted stock vesting under a registered plan	Issuer	☐		8403	01/06/2025	N/A

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
David A. Morken c/o Bandwidth Inc. 2033 Bandmate Way Raleigh NC 27607	Common	11/04/2024	95	1778.91
David A. Morken c/o Bandwidth In. 2033 Bandmate Way Raleigh NC 27607	Common	11/29/2024	15410	327617.39

144: Remarks and Signature

Remarks	Shares sold to cover taxes upon the vesting of Restricted Stock Units on January 2 and 3, 2025, pursuant to a Rule 10b5-1 instruction letter adopted by the Reporting Person on March 3, 2023 related solely to tax obligations associated with awards received in connection with the Issuer's equity compensation programs.
Date of Notice	01/08/2025
Date of Plan Adoption or Giving of Instruction, If Relying on Rule 10b5-1	03/03/2023
ATTENTION:	

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature

/s/ David A. Morken

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)