

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Krupka Devin M</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 _____ Officer (give title below) _____ Other (specify below) _____ Controller, PAO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____		
C/O BANDWIDTH INC. 2230 BANDMATE WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street)	(City)	(State)	(Zip)					
<u>RALEIGH</u>	<u>NC</u>	<u>27607</u>						

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	01/02/2024		M		78	A	\$0	6,518	D	
Class A Common Stock	01/02/2024		M		130	A	\$0	6,648	D	
Class A Common Stock	01/03/2024		M		352	A	\$0	7,000	D	
Class A Common Stock	01/03/2024		S ⁽¹⁾		77	D	\$13.63	6,923	D	
Class A Common Stock	01/04/2024		S ⁽¹⁾		126	D	\$13.52	6,797	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					
Restricted Stock Units	(2)	01/02/2024		M		78		(3)	(3)	Class A Common Stock	78	0	D	
Restricted Stock Units	(2)	01/02/2024		M		130		(4)	(4)	Class A Common Stock	130	130	D	
Restricted Stock Units	(2)	01/03/2024		M		352		(5)	(5)	Class A Common Stock	352	703	D	

Explanation of Responses:

- Reflects shares sold to cover taxes upon the vesting of Restricted Stock Units on January 2 and 3, 2024, pursuant to Rule 10b5-1 plan adopted by the Reporting Person on May 5, 2023.
- Each Restricted Stock Unit represents a contingent right to receive one share of Bandwidth Inc. Class A Common Stock.
- On January 2, 2020, the Reporting Person was granted 311 Restricted Stock Units, which vested in four equal annual installments beginning on January 2, 2021.
- On January 2, 2021, the Reporting Person was granted 521 Restricted Stock Units, which vest in four equal annual installments beginning on January 2, 2022.
- On January 3, 2022, the Reporting Person was granted 1,407 Restricted Stock Units, which vest in four equal annual installments beginning on January 3, 2023.

Remarks:

/s/ Leah Webb, Attorney-in-Fact for Devin M. Krupka 01/04/2024
 ** 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.