

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <u>Bandwidth Inc. [BAND]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>GONZALEZ GABRIELA</u>						Director	10% Owner	
(Last)	(First)	(Middle)				Officer (give title below)	Other (specify below)	
<u>C/O BANDWIDTH INC.</u>						<u>Sr. Vp Finance, Controller</u>		
<u>900 MAIN CAMPUS DRIVE, SUITE 100</u>								
(Street)								
RALEIGH	NC	27606						
(City)								
(State)								
(Zip)								
3. Date of Earliest Transaction (Month/Day/Year) <u>05/08/2020</u>								
4. If Amendment, Date of Original Filed (Month/Day/Year)								
6. Individual or Joint/Group Filing (Check Applicable Line)								
<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	3A. 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			
Class A Common Stock	05/08/2020			M		500	A	\$9.16	7,687
Class A Common Stock	05/08/2020			M		5,000	A	\$7.7	12,687
Class A Common Stock	05/08/2020			S ⁽¹⁾		500	D	\$109.16	12,187
Class A Common Stock	05/08/2020			S ⁽¹⁾		5,000	D	\$107.7	7,187

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					
Stock option (right to buy)	\$9.16	05/08/2020		M	500	(2)	05/07/2024	Class A Common Stock	500	\$0	0	D
Stock option (right to buy)	\$7.7	05/08/2020		M	5,000	(2)	01/16/2024	Class A Common Stock	5,000	\$0	0	D

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- The stock option is currently exercisable.

Remarks:

/s/ W. Christopher Matton,
Attorney-in-Fact for Gabriela Gonzalez 05/11/2020

** 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.