

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

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

Check this box to indicate that a
 transaction was made pursuant to a
 contract, instruction or written plan for
 the purchase or sale of equity
 securities of the issuer that is
 intended to satisfy the affirmative
 defense conditions of Rule 10b5-1(c).
 See Instruction 10.

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol Bandwidth Inc. [BAND]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Asbill Richard Brandon</u>						<input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) General Counsel		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/28/2025			6. Individual or Joint/Group Filing (Check Applicable Line)		
C/O BANDWIDTH INC. 2230 BANDMATE WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)	RALEIGH	NC						
(City)	(State)	(Zip)						

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	(A) or (D)	Price			
Class A Common Stock	08/28/2025		M		2,286	A	\$0	49,300	D	
Class A Common Stock	08/28/2025		M		4,169	A	\$0	53,469	D	
Class A Common Stock	08/29/2025		S ⁽¹⁾		1,852	D	\$15.0851 ⁽²⁾	51,617	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	(3)	08/28/2025		M	2,286	(4)	(4)	2,286		Class A Common Stock	2,286	\$0	2,285
Restricted Stock Units	(3)	08/28/2025		M	4,169	(5)	(5)	4,169		Class A Common Stock	4,169	\$0	20,843

Explanation of Responses:

- Reflects shares sold to cover taxes upon the vesting of Restricted Stock Units on August 28, 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 Bandwidth Inc. (the "Company") equity compensation programs.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.87 to \$15.1947. The Reporting Person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Each Restricted Stock Unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- On November 28, 2022, the Reporting Person was granted 27,424 Restricted Stock Units, one third of which vested on the first anniversary of the date of grant and the remaining shares vest in eight equal quarterly installments beginning on February 28, 2024.
- On November 28, 2023, the Reporting Person was granted 50,023 Restricted Stock Units, one third of which vested on the first anniversary of the date of grant and the remaining shares vest in eight equal quarterly installments beginning on February 28, 2025.

Remarks:

/s/ Leah Webb, Attorney-in-Fact for R. Brandon Asbill

09/02/2025

** 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.