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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 25, 2020

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**BANDWIDTH INC.**  
(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

001-38285  
(Commission  
File Number)

56-2242657  
(IRS Employer  
Identification No.)

900 Main Campus Drive  
Raleigh, NC 27606  
(Address of principal executive offices) (Zip Code)

(800) 808-5150  
Registrant's telephone number, including area code

Not Applicable  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, par value \$0.001 per share	BAND	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01 Entry Into a Material Definitive Agreement.**

In connection with the launch of the Offering (as defined below), Bandwidth Inc. (the “Company”) entered into a waiver agreement with respect to its \$25.0 million secured revolving credit facility (the “Revolver”) with KeyBank National Association and Pacific Western Bank, which provides for consent to accommodate the issuance of the Notes by the Company and the Company’s entry into certain capped call transactions in connection with the Offering.

**Item 8.01 Other Events.**

On February 25, 2020, the Company issued a press release announcing its proposed private offering of \$300 million principal amount of convertible senior notes due 2026 (the “Notes”) pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Offering”). A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	Bandwidth Inc. press release, dated February 25, 2020.
104	Cover Page Interactive File (the cover page tags are embedded within the Inline XBRL document).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BANDWIDTH INC.

Date: February 25, 2020

By: /s/ Jeffrey A. Hoffman  
Name: Jeffrey A. Hoffman  
Title: Chief Financial Officer



## **Bandwidth Announces Proposed Private Offering of \$300 Million of Convertible Senior Notes**

RALEIGH, N.C., February 25, 2020 /PRNewswire/ -- Bandwidth Inc. (NASDAQ: BAND) (“Bandwidth”), a software company focused on communications for the enterprise, today announced that it intends to offer and sell, subject to market and other conditions, \$300 million aggregate principal amount of Convertible Senior Notes due 2026 (the “Notes”) in a private offering (the “Offering”) to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). Bandwidth also expects to grant the initial purchasers of the Notes a 13-day option to purchase up to an additional \$45 million aggregate principal amount of the Notes.

The Notes will be senior, unsecured obligations of Bandwidth, and interest will be payable semi-annually in arrears. The Notes will be convertible into cash, shares of Bandwidth’s Class A common stock or a combination thereof, at Bandwidth’s election. The interest rate, initial conversion rate and other terms of the Notes are to be determined upon pricing of the Offering.

Bandwidth intends to use a portion of the net proceeds from the offering to pay the cost of the capped call transactions described below. Bandwidth intends to use the remainder of the net proceeds for working capital or other general corporate purposes, which may include capital expenditures and potential acquisitions and strategic transactions. However, Bandwidth has not designated any specific uses and has no current agreements with respect to any acquisition or strategic transaction.

In connection with the pricing of the Notes, Bandwidth expects to enter into one or more privately negotiated capped call transactions with certain of the initial purchasers of the Notes and/or their respective affiliates and/or other financial institutions (the “Option Counterparties”). The capped call transactions are expected generally to reduce the potential dilution to Bandwidth’s Class A common stock upon any conversion of the Notes and/or to offset any cash payments Bandwidth is required to make in excess of the principal amount of the converted Notes, as the case may be, upon any conversion of Notes, with such reduction and/or offset subject to a cap. If the initial purchasers of the Notes exercise their option to purchase additional Notes, Bandwidth expects to enter into additional capped call transactions with the Option Counterparties.

Bandwidth expects that, in connection with establishing their initial hedges of the capped call transactions, the Option Counterparties or their respective affiliates expect to purchase shares of Bandwidth’s Class A common stock and/or enter into various derivative transactions with respect to Bandwidth’s Class A common stock concurrently with or shortly after the pricing of the Notes. This activity could increase (or reduce the size of any decrease in) the market price of the Class A common stock or the Notes at that time. In addition, Bandwidth expects that the Option Counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to the Class A common stock and/or by purchasing or selling shares of Bandwidth’s Class A common stock or other securities of Bandwidth in secondary market transactions following the pricing of the Notes and from time to time prior to the maturity of the Notes (and are likely to do so during any observation period related to a conversion of the Notes). This activity could also cause or avoid an increase or a decrease in the market price of Bandwidth’s Class A common stock or the Notes, which could affect the ability of holders of the Notes to convert the Notes and, to the extent the activity occurs during any observation period related to a conversion of the Notes, it could affect the number of shares of Class A common stock and value of the consideration that holders of the Notes will receive upon conversion of the Notes.

The Notes will be offered only to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act. The offer and sale of the Notes and the shares of Bandwidth’s Class A common stock potentially issuable upon conversion of the Notes, if any, have not been, and will not be, registered under the Securities Act or the securities laws of any other jurisdiction, and unless so registered, the Notes and such shares, if any, may not be offered or sold in the United States except pursuant to an applicable exemption from such registration requirements.

## Important Information

This press release does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any offer or sale of, the Notes (or any shares of Bandwidth's Class A common stock issuable upon conversion of the Notes) in any state or jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification thereof under the securities laws of any such state or jurisdiction.

## About Bandwidth

Bandwidth (NASDAQ: BAND) is a software company focused on communications for the enterprise. Companies like Google, Microsoft, and Ring Central use Bandwidth's APIs to easily embed voice, messaging and 9-1-1 access into software and applications. Bandwidth is the first and only CPaaS provider offering a robust selection of communications APIs built around their own nationwide IP voice network - one of the largest in the nation.

## Forward-Looking Statements

This press release includes forward-looking statements. All statements contained in this press release other than statements of historical facts, including, without limitation, statements regarding our future financial and business performance, whether Bandwidth will be able to consummate the Offering, the terms of the Offering and the capped call transactions, expectations regarding actions of the Option Counterparties and their respective affiliates and the satisfaction of customary closing conditions with respect to the Offering, are forward-looking statements. The words "anticipate," "believe," "continue," "estimate," "expect," "intend," "guide," "may," "will" and similar expressions and their negatives are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives and financial needs. These forward-looking statements are subject to a number of risks and uncertainties, including, without limitation, risks related to the Offering, including that such transaction may not occur, and market risks and uncertainties, as well as other risks and uncertainties set forth in the "Risk Factors" section of Bandwidth's Annual Report on Form 10-K for the year ended December 31, 2019, filed with the Securities and Exchange Commission, and any subsequent reports that we file with the Securities and Exchange Commission after December 31, 2019. Moreover, we operate in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, we cannot guarantee future results, levels of activity, performance, achievements or events and circumstances reflected in the forward-looking statements will occur. We are under no obligation to update any of these forward-looking statements after the date of this press release to conform these statements to actual results or revised expectations, except as required by law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this press release.

SOURCE: Bandwidth Inc.

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