
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

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

Delaware
(State or other jurisdiction of
incorporation or organization)

56-2242657
(I.R.S. Employer
Identification Number)

2230 Bandmate Way
Raleigh, NC 27607
(Address, including zip code of principal executive offices)

Bandwidth Inc. Second Amended and Restated 2017 Incentive Award Plan
(Full title of the plan)

David A. Morken
Chairman and Chief Executive Officer
Bandwidth Inc.

2230 Bandmate Way
Raleigh, NC 27607
(800) 808-5150
(Name, address and telephone number of agent for service)

Copies to:

R. Brandon Asbill, Esq.
General Counsel
Bandwidth Inc.
2230 Bandmate Way
Raleigh, NC 27607
(800) 808-5150

Michael Benjamin, Esq.
Jessica Lennon, Esq.
Latham & Watkins LLP
885 Third Avenue
New York, NY 10022
(212) 906-1200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE
REGISTRATION OF ADDITIONAL SECURITIES

The purpose of this Registration Statement is to register 2,500,000 additional shares of Class A common stock, \$0.001 par value per share (the “**Class A Common Stock**”), of Bandwidth Inc. (the “**Company**”) for issuance under the Bandwidth Inc. Second Amended and Restated 2017 Incentive Award Plan (as amended and/or restated from time to time, the “**2017 Plan**”). The 2017 Plan represents an amendment and restatement of the Bandwidth Inc. Amended and Restated 2017 Incentive Award Plan and, among other things, increases the number of shares available for issuance thereunder by 2,500,000 shares of Class A Common Stock. On April 4, 2023, the Company filed with the Securities and Exchange Commission (the “**SEC**”) a definitive proxy statement that included a proposal for stockholders to approve the 2017 Plan, and the 2017 Plan was approved by the Company’s stockholders on May 18, 2023.

The Class A Common Stock registered hereunder is in addition to the (a) 4,790,520 shares of Class A Common Stock issued or issuable under the 2017 Plan and previously registered on the Company’s Registration Statement on Form S-8 filed with the SEC on August 4, 2022 (Commission File No. 333-266509), and the (b) (i) 1,250,000 shares of Class A Common Stock issued or issuable under the 2017 Plan, (ii) 3,312,392 shares of Class A Common Stock issued or issuable under the Bandwidth.com, Inc. 2010 Equity Compensation Plan, (iii) 347,399 shares of Class A Common Stock issued or issuable under the Bandwidth.com, Inc. 2001 Stock Option Plan (the “**2001 Plan**”) and (iv) 347,399 shares of the Company’s Class B common stock, \$0.001 par value per share, issued or issuable under the 2001 Plan, in each case as previously registered on the Company’s Registration Statement on Form S-8 filed with the SEC on December 19, 2017 (Commission File No. 333-222167). The Company’s Registration Statements on Form S-8 filed with the SEC on August 4, 2022 and December 19, 2017 are collectively referred to herein as the “**Prior Registration Statements.**”

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

Item 8. Exhibits.

Exhibit Number	Description
<u>3.1</u>	<u>Second Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company’s Registration Statement on Form S-1/A (File No. 333-220945) filed on October 27, 2017).</u>
<u>3.2</u>	<u>Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company’s Registration Statement on Form S-1/A (File No. 333-220945) filed on October 27, 2017).</u>
<u>4.1</u>	<u>Bandwidth Inc. Second Amended and Restated 2017 Incentive Award Plan (incorporated by reference to Exhibit 10.1 to the Company’s quarterly report on Form 10-Q for the quarter ended June 30, 2023, filed on August 3, 2023).</u>
<u>5.1*</u>	<u>Opinion of Latham & Watkins LLP.</u>
<u>23.1*</u>	<u>Consent of Latham & Watkins LLP (included in Exhibit 5.1).</u>
<u>23.2*</u>	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u>
<u>24.1*</u>	<u>Power of Attorney (included on signature page).</u>
<u>107*</u>	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Raleigh, State of North Carolina, on this 3rd day of August, 2023.

BANDWIDTH INC.

By: /s/ David A. Morken

David A. Morken
Cofounder, Chief
Executive Officer and
Chairman

SIGNATURES AND POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the individuals whose signatures appear below constitute and appoint R. Brandon Asbill, his or her true and lawful attorney-in-fact and agent with full and several power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David A. Morken</u> David A. Morken	Cofounder, Chief Executive Officer and Chairman (<i>Principal Executive Officer</i>)	August 3, 2023
<u>/s/ Daryl E. Raiford</u> Daryl E. Raiford	Chief Financial Officer (<i>Principal Financial Officer</i>)	August 3, 2023
<u>/s/ Devin M. Krupka</u> Devin M. Krupka	Senior Vice President, Corporate Controller (<i>Principal Accounting Officer</i>)	August 3, 2023
<u>/s/ Brian D. Bailey</u> Brian D. Bailey	Director	August 3, 2023
<u>/s/ Rebecca G. Bottorff</u> Rebecca Bottorff	Director	August 3, 2023
<u>/s/ John C. Murdock</u> John C. Murdock	Director	August 3, 2023
<u>/s/ Lukas M. Roush</u> Lukas M. Roush	Director	August 3, 2023
<u>/s/ Douglas A. Suriano</u> Douglas A. Suriano	Director	August 3, 2023

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)

Bandwidth Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rate	Amount Registered	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A common stock, \$0.001 par value, reserved for issuance pursuant to the 2017 Plan (as defined below)	Other	2,500,000 ⁽¹⁾	\$14.29 ⁽²⁾	\$35,725,000	\$0.00011020	\$3,936.90
Total Offering Amounts					\$35,725,000		\$3,936.90
Total Fee Offsets							—
Net Fee Due							\$3,936.90

(1) Represents shares of Class A common stock, \$0.001 par value (“Class A Common Stock”), issuable under the Bandwidth Inc. Second Amended and Restated 2017 Incentive Award Plan (as amended and/or restated from time to time, the “2017 Plan”) and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), includes any additional shares that may become issuable in accordance with the adjustment and anti-dilution provisions of the 2017 Plan.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h)(1) of the Securities Act based on the average of the high and low prices of a share of the Registrant’s Class A Common Stock on the Nasdaq Global Select Market on July 28, 2023.

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Frankfurt	Seoul
Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

August 3, 2023

Bandwidth Inc.
2230 Bandmate Way
Raleigh, North Carolina 27607

Re: Registration Statement on Form S-8; 2,500,000 shares of Class A Common Stock of Bandwidth Inc., \$0.001 par value per share

To the addressee set forth above:

We have acted as special counsel to Bandwidth Inc., a Delaware corporation (the “**Company**”), in connection with the registration by the Company of 2,500,000 shares of Class A common stock of the Company, \$0.001 par value per share (the “**Shares**”), which may become issuable under the Bandwidth Inc. Second Amended & Restated 2017 Incentive Award Plan (as amended and/or restated from time to time, the “**Plan**”). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on the date hereof (the “**Registration Statement**”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “**DGCL**”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by the Company against payment therefor in the circumstances contemplated by the Plan, assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly

adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Second Amended and Restated 2017 Incentive Award Plan of Bandwidth Inc. of our reports dated February 23, 2023, with respect to the consolidated financial statements of Bandwidth Inc. and the effectiveness of internal control over financial reporting of Bandwidth Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Raleigh, North Carolina
August 3, 2023