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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) October 30, 2018

Bandwidth Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38285
(Commission
File Number)

56-2242657
(IRS Employer
Identification No.)

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

27606
(Zip Code)

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

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

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))

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.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On October 30, 2018, Bandwidth Inc. (the “Company”) announced the resignation of its co-founder and director, Henry R. Kaestner, effective as of October 30, 2018.

The Company also announced that the Board of Directors (the “Board”) appointed Luke Roush to fill the vacancy resulting from Mr. Kaestner’s resignation, effective as of October 30, 2018. Mr. Roush will serve as a Class I Director and will serve until the 2021 annual meeting of the Company’s stockholders. Mr. Roush will also serve on the Board’s Audit Committee and Compensation Committee.

Mr. Roush co-founded Sovereign’s Capital in 2012 and is a Managing Partner for Sovereign’s Capital. Prior to Sovereign’s Capital, Mr. Roush served as Vice President for Sales, Marketing, and Business Development at TransEnterix, a medical device company that developed and commercialized a minimally invasive surgical system in the United States, Europe, and Asia. Prior to joining TransEnterix, Mr. Roush served as Chief Operating Officer at Liquidia Technologies, a nanotechnology company focused on biopharmaceutical applications. Mr. Roush previously served as global marketing manager for the neurovascular stroke business at Boston Scientific. Mr. Roush graduated summa cum laude from Duke University, and later earned his MBA from The Fuqua School of Business.

Mr. Roush will receive the standard compensation provided to the Company’s independent directors. Mr. Roush will receive the following compensation in connection with his service on the Board:

- an annual retainer of \$50,000 for service as a Board member;
- an annual retainer of \$5,000 for service as an Audit Committee member; and
- an annual retainer of \$2,500 for service as a Compensation Committee member.

The Company also provides that each of the Company’s independent directors, on an annual basis, will be granted restricted stock units having a grant date value of \$75,000. Mr. Roush was awarded 378 restricted stock units, which represents a pro-rated grant date value of \$18,750.00 for the year ending December 31, 2018. The grant will vest on December 31, 2018, subject to Mr. Roush’s continued service as a director.

In addition, Mr. Roush and the Company will enter into the Company’s standard indemnification agreement, the terms of which are described in the Company’s Registration Statement on Form S-1 (File No. 333-220945) (the “Registration Statement”) and a form of such agreement was filed as Exhibit 10.2 to the Registration Statement.

Effective as of October 30, 2018, the Board’s Audit Committee consists of Brian D. Bailey, Luke Roush, and Douglas A. Suriano.

Effective as of October 30, 2018, the Board’s Compensation Committee consists of Brian D. Bailey, Luke Roush, and Douglas A. Suriano.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Bandwidth Inc. press release, dated October 30, 2018
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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: October 30, 2018

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



**Bandwidth Announces Resignation of Director Henry R. Kaestner
and Appointment of Luke Roush**

Raleigh, NC - October 30, 2018 - Bandwidth Inc. (NASDAQ: BAND), a software company focused on communications for the enterprise, today announced its co-founder Henry R. Kaestner has resigned as a member of Bandwidth's Board of Directors, effective as of October 30, 2018. Bandwidth also announced the appointment of Luke Roush to fill the vacancy resulting from Mr. Kaestner's resignation. Mr. Roush will serve as a Class I Director and will serve until the 2021 annual meeting of Bandwidth's stockholders.

"Henry has made extraordinary contributions to Bandwidth since we founded the company together," said David Morken, Chief Executive Officer of Bandwidth. "Henry has been instrumental in Bandwidth's growth and the achievement of each of its objectives. While I am disappointed that Bandwidth and I will no longer benefit from Henry's sage advice as a member of our Board, Henry always will remain a treasured friend."

Mr. Morken also said, "We are excited to have Luke Roush join our Board. Luke will have a valuable perspective on a variety of fronts, including sales, marketing and business development. We are exceptionally confident that Luke will help Bandwidth achieve its mission going forward."

About Bandwidth Inc.

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. More information available at www.bandwidth.com.