FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average bur	den							
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).

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* Ross Kade						2. Issuer Name and Ticker or Trading Symbol Bandwidth Inc. [BAND]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) Chief Information Officer						
(Last) (First) (Middle) C/O BANDWIDTH INC. 900 MAIN CAMPUS DRIVE, SUITE 100						3. Date of Earliest Transaction (Month/Day/Year) 09/30/2020														
900 MA	4.	If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable										
(Street)						, , ,									Line) X Form filed by One Reporting Person					
RALEIGH NC 27606														Form filed by More than One Reporting					ng	
(City)	City) (State) (Zip)														Person					
		Tab	le I - I	Non-Deriv	/ativ	e Sec	uritie	es A	cquir	ed, [Disposed	of, or	Benefi	cially	Owned	t l			$\overline{}$	
Da Da			2. Transaction Date (Month/Day/Year)		2A. 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			Beneficially Owned Follow		es ially Following	Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount (A) or (D) Price		Price	Reported Transaction(s) (Instr. 3 and 4)		tion(s)			(Instr. 4)		
Class A Common Stock				09/30/20	20			M		742	Α	\$	0	5,	,354 D					
Class A Common Stock				09/30/20	20				F		220	D	\$174	4.57	5,	134	D			
Class A Common Stock				10/01/20	20				S ⁽¹⁾		50	D	\$174.3	74.3424 ⁽²⁾		084	D			
Class A Common Stock				10/01/20	20				S ⁽¹⁾		101	D	\$175.2738 ⁽³⁾		4,	983	D			
Class A Common Stock				10/01/20	20				S ⁽¹⁾		79	D	\$176.3218(4)		4,	904	D			
Class A Common Stock 10/01/				10/01/20	20	0			S ⁽¹⁾		65	D	\$177.2849 ⁽⁵⁾		4,	4,839				
Class A Common Stock 10/01/202					20	J			S ⁽¹⁾		69	D	\$178.5894 ⁽⁶⁾		4,770		D			
Class A Common Stock 10/01/20				20	0			S ⁽¹⁾		112	D	\$179.5738 ⁽⁷⁾		4,658		D				
Class A Common Stock 10/01/20				20	0			S ⁽¹⁾		16	D	\$180.3513 ⁽⁸⁾		4,642		D				
Class A Common Stock 10/01/2020				20	0			S ⁽¹⁾		8	D	\$181.1	1663(9)	4,634		D				
		Т	able								sposed of				wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execu	3A. Deemed Execution Date, if any		Its, Calls I. Transaction Code (Instr. 3)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			rcisable and Date	7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		8. F Der See (Ins	erivative ecurity nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	Owners Form: Direct (or Indir (I) (Inst	ship (D) rect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Restricted					Code	de V (A) (D		(D)	Date Exercisable		Expiration Date	or		unt ber es						
Stock	(10)	09/30/2020	l		М			7/12	1 6	11)	(11)	Comm	on 74	2	90	3 706	_ I _ n			

Explanation of Responses:

Units

- 1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$173.73 to \$174.72. The reporting person undertakes to provide Bandwidth Inc. (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.
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$174.79 to \$175.76. 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.
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$175.81 to \$176.81. 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.
- 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$176.83 to \$177.83. 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
- 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$177.92 to \$178.92. 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.
- 7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$179.00 to \$179.99. 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
- 8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$180.04 to \$180.86. 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.

- 9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$181.09 to \$181.29. 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.
- 10. Each Restricted Stock Unit represents a contingent right to receive one share of the Company's Class A Common Stock.
- 11. On January 2, 2020, the Reporting Person was granted 5,931 Restricted Stock Units. One half of the Restricted Stock Units vest in four equal quarterly installments beginning on March 31, 2020. The remaining Restricted Stock Units vest in three equal annual installments beginning on January 2, 2022.

Remarks:

/s/ W. Christopher Matton,
Attorney-in-Fact for Kade Ross
** 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.

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