

OMB APPROVAL	
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**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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Morken David A.</u>  (Last) (First) (Middle) <u>C/O BANDWIDTH INC.</u> <u>900 MAIN CAMPUS DRIVE, SUITE 100</u>  (Street) <u>RALEIGH NC 27606</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Bandwidth Inc. [ BAND ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>Chairman &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/12/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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				
Class B Common Stock	(I)	06/12/2019		G			13,000	(I)	(I)	Class A Common Stock	13,000	\$0	1,616,075 <sup>(2)</sup>	D	
Class B Common Stock	(I)	01/29/2020		G	V		150,000	(I)	(I)	Class A Common Stock	150,000	\$0	1,466,075 <sup>(2)</sup>	D	
Class B Common Stock	(I)	02/07/2020		G	V		100,000	(I)	(I)	Class A Common Stock	100,000	\$0	1,366,075 <sup>(2)</sup>	D	
Class B Common Stock	(I)	05/22/2020		G	V		91,200	(I)	(I)	Class A Common Stock	91,200	\$0	1,274,875 <sup>(2)</sup>	D	
Class B Common Stock	(I)	06/12/2020		G	V		125,000	(I)	(I)	Class A Common Stock	125,000	\$0	1,149,875 <sup>(2)</sup>	D	

**Explanation of Responses:**

- The shares of Class B common stock are convertible in to Class A common stock on a 1-to-1 basis at the option of the holder and have no expiration date.
- The amounts reported in column 9 herein have been adjusted to (a) correct a scrivener's error resulting in an overstatement of the number of shares of Class B common stock reported on the Form 4 filed by the Reporting Person on March 14, 2019 and (b) to reflect the resignation of the Reporting Person as the trustee of a charitable remainder unitrust, resulting in the shares held by such trust no longer being reportable herein.

**Remarks:**

/s/ W. Christopher Matton,  
Attorney-in-Fact for David A. Morken 02/01/2021

\*\* 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.