

1. Name and Address of Reporting Person*  
Hoffman Jeffrey A.  

2. Issuer Name and Ticker or Trading Symbol  
Bandwidth Inc. [ BAND ]

3. Date of Earliest Transaction (Month/Day/Year)  
05/07/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)  

5. Relationship of Reporting Person(s) to Issuer  

(a) Director  
(b) 10% Owner  
(c) Officer (give title below)  
(d) Other (specify below)  
Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)  
X Form filed by One Reporting Person  
Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Date of Transaction (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Price (e.g., puts, calls, warrants, options, convertible securities)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>05/07/2020</td>
<td></td>
<td>M</td>
<td>A</td>
<td>10,415</td>
<td>$9.16</td>
<td>21,781 D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>05/07/2020</td>
<td>$9.16 (1)</td>
<td></td>
<td>D</td>
<td>$105,254</td>
<td>13,066 D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>05/07/2020</td>
<td>$9.16 (1)</td>
<td></td>
<td>D</td>
<td>$106,074</td>
<td>11,366 D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock option (right to buy)</td>
<td>$9.16</td>
<td>05/07/2020</td>
<td></td>
<td>M</td>
<td>10,415</td>
<td>(4) 06/03/2024 Class A Common Stock</td>
<td>10,415 (3)</td>
<td>0 D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

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 $104.95 to $105.905. 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 $105.965 to $106.20. 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 stock option is currently exercisable.

Remarks:

W. Christopher Matton,  
Attorney-in-Fact for Jeffrey A. Hoffman,  
05/08/2020  
**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).

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.