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 28, 2026

BANDWIDTH INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-38285**	**56-2242657**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Class A Common Stock, par value $0.001 per share	BAND	NASDAQ Global Select Market

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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of a New Director

On October 28, 2026, the Board of Directors (the "Board") of Bandwidth Inc. (the "Company") expanded the size of the Board from 5 members to 6 members. The Board appointed Mr. Charles R. Schroeder to fill the resulting vacancy and to serve as a Class II director on the Board, with such appointment becoming effective immediately. The Board has not yet determined the committee(s), if any, to which Mr. Schroeder will be named.

Based upon information requested from and provided by Mr. Schroeder concerning his background, employment and affiliations, including family relationships, the Board determined that Mr. Schroeder does not have any relationships that would interfere with his exercise of independent judgment in carrying out the responsibilities of a director and that he is "independent" as that term is defined under the applicable rules and regulations of the SEC and the listing requirements of the NASDAQ Global Select Market. There are no arrangements or understandings between Mr. Schroeder and any other person pursuant to which he was selected as a director. Neither Mr. Schroeder nor any of his immediate family members is a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with his appointment, Mr. Schroeder will participate in the same non-employee director compensation program applicable to the Board's other non-employee directors. Mr. Schroeder will receive grants of restricted stock units representing shares of the Company's Class A common stock, consistent with the grants to the other non-employee directors of the Company. Additional information regarding the Company's non-employee director compensation program can be found in the Company's most recent proxy statement, which was filed with the SEC on April 14, 2026. Mr. Schroeder has executed a customary Indemnification and Advancement Agreement with the Company, in the form filed as Exhibit 10.1 to the Company's Annual Report on Form 10-K, filed February 19, 2026.

On October 29, 2026, the Company issued a press release announcing the appointment of Mr. Schroeder to the Board, effective October 28, 2026. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Bandwidth Inc. press release, dated October 29, 2026
104	Cover Page Interactive File (the cover page tags are embedded within the Inline XBRL document)

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 29, 2026

By: /s/ Daryl E. Raiford
Name: Daryl E. Raiford
Title: Chief Financial Officer

Bandwidth Appoints Chip Schroeder to Board of Directors

Former Silver Lake Managing Director brings extensive experience advising large, established technology businesses

RALEIGH, N.C., Oct. 29, 2026 – Bandwidth Inc. (NASDAQ: BAND), a leading global cloud communications company, today announced that its board of directors has elected Chip Schroeder as a director. His election is effective Oct. 28, 2026, and brings Bandwidth's board to six members, four of whom are independent.

Schroeder has extensive investment and board experience with large, established technology and technology-enabled businesses across a range of verticals, including digital infrastructure, fintech, software and entertainment. He spent more than a decade at Silver Lake in the Menlo Park and New York offices, rising to managing director and working closely with portfolio company leadership teams advising on strategic growth, capital allocation and long-term value creation.

During his time at Silver Lake, Schroeder served on the boards of directors of Blackhawk Network, Cast & Crew, Clubessential Holdings, Oak View Group and Shadowbox Studios, among others. He graduated from Stanford University with a B.A. in History, where he competed on the varsity rowing team. He is currently active in investing, Christian ministry and biblical studies at Reformed Theological Seminary in Orlando, Fla.

"Chip brings deep experience in go-to-market, corporate strategy and capital markets, built over more than a decade working with the leaders of large, growing technology businesses across verticals, business models and market cycles," said David Morken, Bandwidth's Co-founder, Chairman and CEO. "Just as important, he appreciates Bandwidth's unique, mission-driven culture. I'm delighted to welcome him to the board as we continue to scale."

"What I've enjoyed most throughout my career is working alongside leadership teams as they build and grow substantial businesses," said Schroeder. "Bandwidth is at an exciting stage in its growth, serving some of the world's largest companies as super intelligence opens a new chapter for communications. I'm also impressed by Bandwidth's distinctive culture and values, which I consider essential to building a successful business for the long term. I'm looking forward to working with David and the team."

About Bandwidth Inc.
Bandwidth Inc. (NASDAQ: BAND) is a leading global cloud communications company that helps enterprises deliver exceptional experiences through voice calling, text messaging and emergency services. Our solutions and our Communications Cloud, covering ~70 countries and 90 percent of global GDP, are trusted by all the leaders in unified communications and cloud contact centers–including Amazon Web Services (AWS), Cisco, Google, Microsoft, RingCentral, Zoom, Genesys and Five9–as well as Global 2000 enterprises and SaaS builders like Docusign,

Uber and Yosi Health. As a founder of the cloud communications revolution, we are the first and only global Communications Platform-as-a-Service (CPaaS) to offer a unique combination of composable APIs, super intelligence capabilities, owner-operated network and broad regulatory experience. Our award-winning support teams help businesses around the world transform their communications every day.

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