

# **RIBBON COMMUNICATIONS INC.**

Reported by  
**RILEY KEVIN W.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/04/18 for the Period Ending 04/02/18

Address    4 TECHNOLOGY PARK DRIVE  
              WESTFORD, MA, 01886  
Telephone    978-614-8090  
              CIK    0001708055  
Fiscal Year    12/31

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Riley Kevin W.		Ribbon Communications Inc. [ RBBN ]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CTO &amp; EVP Growth R&amp;D</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O RIBBON COMMUNICATIONS INC., 4 TECHNOLOGY PARK DRIVE		4/2/2018			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
WESTFORD, MA 01886				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	4/2/2018		M		13542 (1)	A	\$0	202538	D	
Common Stock	4/2/2018		M		8125 (3)	A	\$0	210663	D	
Common Stock	4/2/2018		F		27688 (5)	D	\$5.10	182975	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance-Based Restricted Stock Units (PSUs)	\$0	4/2/2018		M		13542 (1)		(2)	(2)	Common Stock	13542 (1)	\$0	5208	D	
Performance-Based Restricted Stock Units (PSUs)	\$0	4/2/2018		M		8125 (3)		(4)	(4)	Common Stock	8125 (3)	\$0	0	D	

### Explanation of Responses:

- Represents the vesting (at 130% of target) of Performance-Based Restricted Stock Units (PSUs) granted on March 31, 2017 for the 2017 performance period. As a result of the achievement of 130%, which was above target, the Company increased the number of shares granted to the individual by 3,125 shares, or the above-target amount, to account for such achievement. Performance for this award during the award's 2017 performance period was measured based on the Issuer's total shareholder return (TSR) compared to pre-established relative TSR goals, based on the TSR of the NASDAQ Telecommunications Index, that were set by the Compensation Committee of the Issuer's Board of Directors.
- The remaining PSUs will vest on March 31, 2019 and accordingly have no expiration date.
- Represents the vesting (at 130% of target) of Performance-Based Restricted Stock Units (PSUs) granted April 1, 2016 for the 2017 performance period. As a result of the achievement of 130%, which was above target, the Company increased the number of shares granted to the individual by 1,875 shares, or the above-target amount, to account for such achievement. Performance for this award during the award's 2017 performance period was measured based on the Issuer's total shareholder return (TSR) compared to pre-established relative TSR goals, based on the TSR of the NASDAQ Telecommunications Index, that were set by the Compensation Committee of the Issuer's Board of Directors.
- The PSUs have fully vested and accordingly have no expiration date
- PAYMENT OF TAX LIABILITY BY DELIVERING SECURITIES TO THE COMPANY INCIDENT TO THE VESTING OF A SECURITY.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Riley Kevin W. C/O RIBBON COMMUNICATIONS INC. 4 TECHNOLOGY PARK DRIVE WESTFORD, MA 01886			CTO & EVP Growth R&D	

**Signatures**

**Kevin W. Riley**

**4/4/2018**

—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 control number.