
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

RIBBON COMMUNICATIONS INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

82-1669692
(I.R.S. Employer
Identification No.)

6500 Chase Oaks Boulevard, Suite 100, Plano, Texas 75023
(Address of Principal Executive Office)(Zip Code)

RIBBON COMMUNICATIONS INC. AMENDED AND RESTATED 2019 INCENTIVE AWARD PLAN
(Full title of the plan)

Patrick W. Macken
Executive Vice President, Chief Legal Officer and Corporate Secretary
6500 Chase Oaks Boulevard,
Suite 100, Plano, Texas 75023
(978) 614-8100
(Name and address of Agent for Service)

(978) 614-8100
(Telephone Number of agent for service)

Copy to:
David W. Ghegan, Esquire
Troutman Pepper Hamilton Sanders LLP
600 Peachtree Street, N.E.
Suite 3000
Atlanta, Georgia 30308
(404) 885-3139

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 10,000,000 shares of Common Stock that were authorized for issuance under the Ribbon Communications Inc. Amended and Restated 2019 Incentive Award Plan for which a Registration Statement on Form S-8 relating to the same employee benefit plan is effective. Pursuant to General Instruction E to Form S-8, the contents of the Registration Statements on Form S-8 (File Nos. 333-232946 and 333-238888) filed with the Securities and Exchange Commission (the "Commission") on [August 1, 2019](#) and [June 2, 2020](#), respectively, are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier registration statements are presented herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

Ribbon Communications Inc. (the "Registrant") hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

(1) [The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Commission on March 11, 2022;](#)

(2) [The Registrant's Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 8, 2022;](#)

(3) The Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2022 and June 30, 2022, filed with the Commission on [May 10, 2022](#) and [July 28, 2022](#), respectively;

(4) The Registrant's Current Reports on Form 8-K filed with the Commission on [February 16, 2022](#), [April 1, 2022](#), [May 27, 2022](#) and [July 5, 2022](#); and

(5) The description of the Registrant's Common Stock, contained in [Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, as filed with the Commission on February 28, 2020](#), which updates the description of the Registrant's Common Stock contained the Registrant's prospectus filed with the Commission on September 22, 2017, pursuant to Rule 424(b) under the Securities Act, relating to the Registration Statement on Form S-4, including any amendments or reports filed for purposes of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit Number	Description
<u>4.1</u>	<u>Amendment No. 1 to the Ribbon Communications Inc. Amended and Restated 2019 Incentive Award Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed April 8, 2022 with the Commission).</u>
<u>5.1*</u>	<u>Opinion of Troutman Pepper Hamilton Sanders LLP.</u>
<u>23.1*</u>	<u>Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP.</u>
<u>23.2*</u>	<u>Consent of Troutman Pepper Hamilton Sanders LLP (included in Exhibit 5.1 hereto).</u>
<u>24.1*</u>	<u>Power of Attorney (contained on signature page hereto).</u>
<u>107*</u>	<u>Filing Fee Table.</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Plano, Texas on July 29, 2022.

RIBBON COMMUNICATIONS INC.

By: /s/ Miguel A. Lopez

Miguel A. Lopez

Executive Vice President & Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Bruce McClelland, Miguel A. Lopez and Patrick W. Macken as his or her true and lawful attorneys-in-fact and agents, with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities to sign this Registration Statement and any and all amendments thereto (including post-effective amendments), and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as they, he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-8 has been signed by the following persons in the capacities indicated on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bruce McClelland</u> Bruce McClelland	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	July 29, 2022
<u>/s/ Miguel A. Lopez</u> Miguel A. Lopez	Executive Vice President & Chief Financial Officer <i>(Principal Financial Officer)</i>	July 29, 2022
<u>/s/ Eric Marmurek</u> Eric Marmurek	Senior Vice President, Finance <i>(Principal Accounting Officer)</i>	July 29, 2022
<u>/s/ Shaul Shani</u> Shaul Shani	Director	July 29, 2022
<u>/s/ Mariano S. de Beer</u> Mariano S. de Beer	Director	July 29, 2022
<u>/s/ Stewart Ewing</u> Stewart Ewing	Director	July 29, 2022

<u>/s/ Bruns H. Grayson</u> Bruns H. Grayson	Director	July 29, 2022
<u>/s/ Beatriz V. Infante</u> Beatriz V. Infante	Director	July 29, 2022
<u>/s/ Rick W. Smith</u> Rick W. Smith	Director	July 29, 2022
<u>/s/ Tanya Tamone</u> Tanya Tamone	Director	July 29, 2022

Troutman Pepper Hamilton Sanders LLP
600 Peachtree Street, N.E., Suite 3000
Atlanta, Georgia 30308



troutman.com

July 29, 2022

Ribbon Communications Inc.
6500 Chase Oaks Boulevard
Suite 100
Plano, Texas 75023

Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Ribbon Communications Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company of the above-referenced Registration Statement on Form S-8 (the "Registration Statement") with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), whereby 10,000,000 shares (the "Shares") of common stock, \$0.0001 par value per share (the "Common Stock"), of the Company are registered to be issued in accordance with the Ribbon Communications Inc. Amended and Restated 2019 Incentive Award Plan (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5)(i) of Regulation S-K.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, agreements, and other instruments, certificates, orders, opinions, correspondence with public officials, certificates provided by the Company's officers and representatives, and other documents as we have deemed necessary or advisable for the purposes of rendering the opinion set forth herein, including (i) the corporate and organizational documents of the Company, including the Restated Certificate of Incorporation as amended to date (the "Certificate"), and the Amended and Restated By-Laws, as amended to date, (ii) the resolutions (the "Resolutions") of the Board with respect to the offering and issuance of the Shares under the Plan and certain related matters, (iii) the Plan, (iv) the Registration Statement and exhibits thereto and (v) the prospectus related to the Registration Statement.

For purposes of the opinion expressed below, we have assumed (i) the authenticity of all documents submitted to us as originals, (ii) the conformity to the originals of all documents submitted as certified, photostatic or electronic copies and the authenticity of the originals thereof, (iii) the legal capacity of natural persons, (iv) the genuineness of signatures not witnessed by us, (v) the due authorization, execution and delivery of all documents by all parties, other than the Company, and the validity, binding effect and enforceability thereof and (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed.

Based on the foregoing and in reliance thereon, and subject to the assumptions, comments, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares have been duly authorized and, when and if issued in accordance with the Certificate, the Plan, the Registration Statement and the Resolutions (assuming that, upon any issuance of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Certificate), the Shares will be validly issued, fully paid and nonassessable.

We express no opinion as to the effect of the laws of any state or jurisdiction other than the federal laws of the United States of America and the State of Delaware or as to the securities or blue sky laws of any state (including, without limitation, Delaware), municipal law or the laws of any local agencies within any state (including, without limitation, Delaware). This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Our opinion is as of the date hereof and we have no responsibility to update this opinion for events and circumstances occurring after the date hereof or as to facts relating to prior events that are subsequently brought to our attention and we disavow any undertaking to advise you of any changes in law.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act, or the rules or regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Troutman Pepper Hamilton Sanders LLP

Troutman Pepper Hamilton Sanders LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 11, 2022, relating to the financial statements of Ribbon Communications Inc. and the effectiveness of Ribbon Communications Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Ribbon Communications Inc. for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP

Dallas, Texas

July 29, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)**Ribbon Communications Inc.**
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.0001 par value per share, reserved for issuance pursuant to the Ribbon Communications Inc. Amended and Restated 2019 Incentive Award Plan	457(h)	10,000,000	\$ 3.35(2)	\$ 33,500,000.00	0.0000927	\$ 3,105.45
	Total Offering Amounts				\$ 33,500,000.00		\$ 3,105.45
	Total Fee Offsets						—
	Net Fee Due						\$ 3,105.45

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the Ribbon Communications Inc. Amended and Restated 2019 Incentive Award Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of common stock.
- (2) Estimated in accordance with Rule 457(h)(1) under the Securities Act solely for purposes of calculating the registration fee, based on the average of the high and low sales prices for the common stock as reported on the NASDAQ Global Select Market on July 22, 2022.