FORM 4

### **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

vvasinington,	D.O.	20040	

OMB APF	PROVAL
OMB Number:	3235-0287

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 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 1. Name and Address of Reporting Person 2. Issuer Name and Ticker or Trading Symbol Ribbon Communications Inc. [ RBBN ] McCready John R Director 10% Owner Officer (give title Other (specify below) below) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) **EVP** and Chief Strategy Officer 12/16/2019 RIBBON COMMUNICATIONS INC. 4 TECHNOLOGY PARK DRIVE 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) X Form filed by One Reporting Person 01886 WESTFORD MA Form filed by More than One Reporting (City) (State) (Zip)

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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(111341. 4)	
Common Stock	11/29/2019		A <sup>(1)</sup>		500	A	\$2.4905	90,849	D		
Common Stock	12/16/2019		M		4,167	A	(2)	95,016	D		
Common Stock	12/16/2019		S		1,239(3)	D	\$2.8	93,777	D		

## 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. Transa Code ( 8)		of		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				
Restricted Stock Units	(2)	12/16/2019		М			4,167	(4)	(4)	Common Stock	4,167	\$0	12,499	D	

### **Explanation of Responses:**

- 1. These shares were acquired under the Ribbon Communications Inc. Amended and Restated 2000 Employee Stock Purchase Plan in transactions that were exempt under both Rule 16b-3(d) and Rule 16b-3(e).
- 2. Restricted stock units convert into common stock on a one-for-one basis.
- 3. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 instruction letter previously adopted by the Reporting Person and represent shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock units.
- 4. 25,000 restricted stock units were granted to the Reporting Person on June 15, 2018, vesting over a three-year period. One-third of those restricted stock units vested on June 17, 2019, one-sixth vested on December 16, 2019 and the remainder of the restricted stock units will vest in three equal, semi-annual installments thereafter through June 15, 2021.

### Remarks:

John R. McCready 12/18/2019

\*\* Signature of Reporting Person Dat

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.