

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

1. Name and Address of Reporting Person* <u>Riley Kevin W.</u> _____ (Last) (First) (Middle) <u>C/O RIBBON COMMUNICATIONS INC.</u> <u>4 TECHNOLOGY PARK DRIVE</u> _____ (Street) <u>WESTFORD MA 01886</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ribbon Communications Inc. [ RBBN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CTO &amp; EVP Growth R&amp;D</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)	3. Transaction 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	04/01/2019		M		3,198 <sup>(1)</sup>	A	\$0	180,920	D	
Common Stock	04/01/2019		F		1,419 <sup>(2)</sup>	D	\$5.15	179,501	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. Transaction 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 (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
Performance-Based Restricted Stock Units (PSUs)	\$0	04/01/2019		M		3,198 <sup>(1)</sup>		(3)	(3)	Common Stock	3,198 <sup>(1)</sup>	\$0	2,010 <sup>(4)</sup>	D	

**Explanation of Responses:**

- Represents the vesting (at 61.40% of target) of Performance-Based Restricted Stock Units (PSUs) granted on March 31, 2017 for the 2018 performance period. Performance for this award during the award's 2018 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.
- PAYMENT OF TAX LIABILITY BY DELIVERING SECURITIES TO THE COMPANY INCIDENT TO THE VESTING OF A SECURITY.
- The PSUs have fully vested and accordingly have no expiration date
- Amount reflects the forfeiture of 2,010 PSUs of the aggregate amount granted on March 31, 2017 that failed to vest following the 2018 performance period based on the Issuer's performance for such 2018 performance period, as determined by the Compensation Committee of the Issuer's Board of Directors at the end of the applicable period. The original aggregate number of PSUs granted to the Reporting Person on March 31, 2017 was reported in Table II of Form 4 filed by the Reporting Person on April 4, 2017.

**Remarks:**

Kevin W. Riley 04/02/2019

\*\* 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.

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