

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Bruny Steven M</u> (Last) (First) (Middle) C/O RIBBON COMMUNICATIONS INC. 6500 CHASE OAKS BOULEVARD, SUITE 100 (Street) PLANO TX 75023 (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) EVP, Sales - Americas Region
	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2021	
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	03/16/2021		M		79,014	A	\$0 ⁽¹⁾	220,075	D	
Common Stock	03/16/2021		F		34,678 ⁽²⁾	D	\$8.65	185,397	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	Amount or Number of Shares				
Restricted Stock Units (RSUs)	(3)	03/15/2021		A		41,817		(4)	(4)	Common Stock	41,817	\$0	41,817	D	
Performance-Based Restricted Stock Units (PSUs)	(5)	03/15/2021		A		41,817		(5)	(5)	Common Stock	41,817	\$0.0	41,817	D	
PSUs	(6)	03/15/2021		A		25,090		(5)	(7)	Common Stock	25,090	\$0	25,090	D	
PSUs	(7)	03/15/2021		A		16,727		(7)	(7)	Common Stock	16,727	\$0	16,727	D	
RSUs	(3)	03/16/2021		M			25,000	(8)	(8)	Common Stock	25,000	\$0.0	0	D	
RSUs	(3)	03/16/2021		M			54,014	(9)	(9)	Common Stock	54,014	\$0.0	108,024	D	

Explanation of Responses:

- RSUs convert into Common Stock on a one-for-one basis.
- Reflects shares of Common Stock withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting of RSUs.
- Each RSU represents a contingent right to receive one share of the Issuer's Common Stock.
- The RSUs will vest as to one-third on March 15, 2022 and the remaining two-thirds of the RSUs will vest in four equal semi-annual installments thereafter through March 15, 2024.
- Each PSU represents a contingent right to receive one share of the Issuer's Common Stock. The number of PSUs earned and issuable upon vesting will be determined based on achievement of a revenue goal set by the Compensation Committee of the Issuer's Board of Directors (the "Compensation Committee") for the fiscal year ending December 31, 2021. The aggregate number of shares issued may range from zero shares to 200% of the target number of shares reported in columns 5, 7 and 9 of Table II. The number of PSUs reported in columns 5, 7 and 9 of Table II reflects achievement at the target level of performance. This PSU will vest on 3/15/2022.
- Each PSU represents a contingent right to receive one share of the Issuer's Common Stock. The number of PSUs earned and issuable upon vesting will be determined based on goals set by the Compensation Committee on an annual basis for each of the three fiscal years prior to the vesting date. The aggregate number of shares issued may range from zero shares to 200% of the target number of shares reported in columns 5, 7 and 9 of Table II. The number of PSUs reported in columns 5, 7 and 9 of Table II reflects achievement at the target level of performance. This PSU will vest on 3/15/2024.
- Each PSU represents a contingent right to receive one share of the Issuer's Common Stock, based on the Issuer's total shareholder return (TSR) compared to pre-established relative TSR goals, based on the TSR of a peer index of companies set by the Compensation Committee over the three fiscal years ending prior to the vesting date. The aggregate number of shares issued may range from zero shares to 200% of the target number of shares reported in columns 5, 7 and 9 of Table II. The number of PSUs reported in columns 5, 7 and 9 of Table II reflects achievement at the target level of performance. This PSU will vest on 3/15/2024.
- On March 16, 2020, the Reporting Person was awarded 25,000 RSUs which vested in full on March 16, 2021.
- On March 16, 2020, the Reporting Person was awarded 162,038 RSUs which vested as to one-third on March 16, 2021. The remaining RSUs vest in four equal semi-annual installments thereafter through March 16, 2023.

Patrick Macken, Attorney-in-Fact 03/17/2021

** 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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