

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>McClelland Bruce William</u>  (Last) (First) (Middle) C/O RIBBON COMMUNICATIONS 6500 CHASE OAKS BLVD.  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2025	
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	05/16/2025		M		237,341	A	(1)	1,551,680	D	
Common Stock	05/16/2025		F		93,393	D	\$3.62(2)	1,458,287	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)	(1)	05/15/2025		A		375,000		(3)	(3)	Common Stock	375,000	\$0	375,000	D	
RSUs	(4)	05/15/2025		A		474,684		(4)	(4)	Common Stock	474,684	\$0	474,684	D	
RSUs	(5)	05/15/2025		A		3,125,000		(4)	(4)	Common Stock	3,125,000	\$0	3,125,000	D	
Performance-Based RSUs (PSUs)	(5)	05/15/2025		A		132,353		(5)	(5)	Common Stock	132,353	\$0	132,353	D	
PSUs	(6)	05/15/2025		A		88,235		(6)	(6)	Common Stock	88,235	\$0	88,235	D	
PSUs	(7)	05/15/2025		A		272,943		(7)	(7)	Common Stock	272,943	\$0	272,943	D	
RSUs	(8)	05/16/2025		M			237,341	(8)	(8)	Common Stock	237,341	\$0	0	D	

**Explanation of Responses:**

- These RSUs convert to 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.
- The RSUs vest as to one-third on May 15, 2026; the remaining two-thirds of the RSUs will vest in four equal semi-annual installments thereafter through May 15, 2028.
- The RSUs vest as to one-half on May 15, 2026; the remaining one-half of the RSUs will vest in two equal semi-annual installments thereafter through May 15, 2027.
- 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 150% 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 May 15, 2028.
- 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 at the time of grant) 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 May 15, 2028.
- 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 the fiscal year ending December 31, 2026. The aggregate number of shares issued may range from zero shares to 150% 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 May 15, 2027.
- The RSUs were granted on May 15, 2024 and vested in full on May 16, 2025.

Patrick Macken, By POA for  
Bruce McClelland, CEO &  
Director 05/19/2025

\*\* 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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