
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

January 13, 2019

Date of Report (Date of earliest event reported)

RIBBON COMMUNICATIONS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38267
(Commission File Number)

82-1669692
(IRS Employer
Identification No.)

4 TECHNOLOGY PARK DRIVE, WESTFORD, MASSACHUSETTS 01886
(Address of Principal Executive Offices) (Zip Code)

(978) 614-8100
(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On January 14, 2019, Ribbon Communications Inc. (the “Company”) issued a press release announcing the Company’s expectations regarding certain of its full year 2018 financial results.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information under this Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), otherwise subject to the liabilities of that Section or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective January 14, 2019 (his “Transition Date”), Michael Swade stepped down from his position as the Company’s Executive Vice President, Global Sales. Mr. Swade will continue to be employed by the Company to assist with the transition of his duties through March 31, 2019.

In addition, David Walsh will be stepping down as Founder and President, Kandy for the Company, effective February 1, 2019 (the “Employment Termination Date”). Mr. Walsh has agreed to provide consulting services to the Company pursuant to an independent consultancy agreement.

In connection with the above-described transitions, each of Mr. Swade and Mr. Walsh entered into letter agreements, each dated January 13, 2018 (each, a “Letter Agreement” and together, the “Letter Agreements”), concerning their respective separations from the Company and its affiliates.

Pursuant to the Letter Agreement with Mr. Swade (the “Swade Letter Agreement”), Mr. Swade will remain employed by Ribbon Communications Operating Company, Inc., a wholly-owned subsidiary of the Company (“RCOC”), to provide transition assistance to the Company’s sales organization between the Transition Date and March 31, 2019, and will, among other things, remain eligible to receive his 2018 annual corporate bonus, if any, as determined by the Compensation Committee of the Board of Directors of the Company. Subject to Mr. Swade’s continued services in accordance with the Swade Letter Agreement, Mr. Swade’s employment will be terminated by the Company without Cause (as such term is defined in his employment agreement, dated September 19, 2014 (the “Swade Employment Agreement”)), effective on March 31, 2019, and Mr. Swade will be entitled to severance payments and benefits upon such a termination consistent with (and subject to the terms of) the Swade Employment Agreement. The Swade Letter Agreement also provides that Mr. Swade’s confidentiality, non-competition and assignment of inventions agreement will remain in effect.

Pursuant to the Letter Agreement with Mr. Walsh (the “Walsh Letter Agreement”), Mr. Walsh’s employment with RCOC will terminate as of the close of business on the Employment Termination Date. Subject to Mr. Walsh’s continued services in accordance with the Walsh Letter Agreement, (x) Mr. Walsh’s employment will be terminated by the Company without Cause (as such term is defined in his employment agreement, dated August 12, 2013, as amended (the “Walsh Employment Agreement”) on the Employment Termination Date; and (y) Mr. Walsh will, subject to his execution and non-revocation of a release of claims in favor of the Company, be entitled to: (i) a severance payment equal to

\$1,250,000, less applicable deductions, payable in 12 monthly installments; (ii) up to 18 months of group health plan coverage under COBRA; (iii) \$350,000, less applicable deductions, in lieu of any 2018 bonus to which he may have been entitled under the 2018 bonus program under the Company's Senior Management Cash Incentive Plan; and (iv) full vesting of all of Mr. Walsh's unvested restricted shares and/or restricted stock units on the Employment Termination Date. The Walsh Letter Agreement also provides that Mr. Walsh's confidentiality, non-competition, non-solicitation, assignment of inventions and non-disparagement provisions of the Walsh Employment Agreement will remain in effect.

Mr. Walsh and RCOC also entered into an Independent Consultancy Agreement, effective February 2, 2019 (the "Consultancy Agreement"), whereby Mr. Walsh agreed to provide business advisory services to RCOC from February 2, 2019 to January 31, 2020. During the term of the Consultancy Agreement, Mr. Walsh will be paid \$25,000 per month, prorated for any partial month, in consideration for such services. After the term of the Consultancy Agreement, Mr. Walsh shall be subject to a one-year restriction on solicitation of any employees, customers and business relationships of the Company. The Consultancy Agreement may be terminated at any time before January 31, 2020 by mutual agreement of the parties thereto; upon a 30-day written notice to the other party; or by either party with immediate effect in the event of a breach, violation or default of any provision of such agreement by the other party that has not been cured within 10 days after written notice.

Item 8.01. Other Events.

Effective January 14, 2019, the Board of Directors of the Company appointed Steven Bruny, formerly the Company's Executive Vice President, Global Operations, as the Company's Executive Vice President, Global Sales & Services. Mr. Bruny fills the vacancy created by Michael Swade's departure.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit relating to Item 2.02 shall be deemed furnished, and not filed:

99.1 [Press Release of Ribbon Communications Inc. dated January 14, 2019.](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 14, 2019

RIBBON COMMUNICATIONS INC.

By: /s/ Daryl E. Raiford

Name: Daryl E. Raiford

Title: Executive Vice President and Chief Financial Officer



**Ribbon Communications Inc. Expects Full Year 2018 Financial Results to Meet Prior Guidance;
Fourth Quarter and Full Year 2018 Financial Results to be Reported on February 20, 2019**

Announces Unified Sales and Service Leadership

January 14, 2019

WESTFORD, Mass. — **Ribbon Communications Inc.** (Nasdaq: RBBN), a global leader in secure and intelligent cloud communications, today announced that it expects non-GAAP revenue and adjusted EBITDA for the full year ended December 31, 2018 to meet the guidance provided on October 30, 2018. Ribbon anticipates full year 2018 non-GAAP revenue to be at or above \$610 million and adjusted EBITDA to be in excess of \$80 million. Its expectations regarding 2018 financial results are based on current estimates and remain subject to change based on the completion of the financial closing process.

“I am pleased to announce that we expect to report another strong quarter as it relates to both non-GAAP revenue and adjusted EBITDA,” said Fritz Hobbs, President and Chief Executive Officer of Ribbon Communications. “2018 was an important transition time for Ribbon, as we strengthened our solutions offerings, successfully completed our merger integration between Sonus and GENBAND and substantially improved our profitability. As we move into 2019, we are unifying and streamlining Ribbon’s customer-facing sales and services teams under the leadership of Steven Bruny. Steven has been serving as the leader of Ribbon’s global services organization, has held executive leadership roles for both sales and operations at GENBAND and brings over 30 years of sales and services industry experience to his expanded role. I am confident this unified organization will deliver expanded value to our customers.”

Mr. Bruny commented, “I am proud of our outstanding sales and services teams here at Ribbon, and look forward to continuing our support of our customers and partners, who are embracing our real-time communications solutions worldwide.”

Tony Scarfo has been selected to manage all research and development, product management and customer support teams within Ribbon. Mr. Scarfo now has end-to-end responsibility for the continued competitiveness and quality of Ribbon’s market-leading solutions.

After successfully completing 2018, Mike Swade has agreed to remain with the Company through the end of March 2019 to support a smooth transition. Additionally, David Walsh, former Chairman and Chief Executive Officer of GENBAND and founder of Ribbon’s Kandy CPaaS platform, is expected to move to a consulting role and will serve as a strategic advisor to the Company. Mr. Hobbs commented, “I would like to thank Mike for his leadership in unifying the Ribbon sales team, and thank David for his leadership in driving the merger of Sonus and GENBAND and for his creation of Kandy, which serves the rapidly expanding CPaaS market. I wish them both well in their future endeavors.”

Conference Call Details and Replay Information

Ribbon Communications will report its final financial results for the fourth quarter and full year of 2018 after the close of the market on Wednesday, February 20, 2019. Following the release, Ribbon Communications will host a conference call with the financial community at 4:30 p.m. ET to discuss the results.

The company will offer a live, listen-only webcast of the conference call via the investor section of its website at <http://investors.ribboncommunications.com/press-and-events/events-and-presentations> where a replay will also be available shortly following the conference call.

Conference call details:

Date: February 20, 2019
Time: 4:30 p.m. (ET)
Dial-in number: 888-221-6224 - International callers: +1-303-223-4367

Replay information:

A telephone playback of the call will be available following the conference call until March 6, 2019 and can be accessed by calling 800-633-8284 or +1-402-977-9140 for international callers. The reservation number for the replay is 21914807.

About Ribbon Communications

Ribbon Communications Inc. (Nasdaq: RBBN) is a company with two decades of market leadership experience in providing secure real-time communications solutions to the top service providers and enterprises around the globe. Built on world-class technology and intellectual property, Ribbon delivers highly reliable, unified and embedded real-time communications capabilities to customers in more than 25 countries and on 6 continents. The company transforms fixed, mobile and enterprise networks from legacy environments to all IP and fully virtualized, secure, cloud-based architectures, enabling highly productive communications for consumers and businesses. Ribbon's market-leading communications security solutions are based on a big data behavioral analytics platform and offer customers enhanced network intelligence and security. The company's Kandy Communications Platform as a Service (CPaaS) enables rapid service creation and digital transformation by delivering customers a comprehensive set of advanced embedded and unified communications capabilities. To learn more, visit ribboncommunications.com.

Important Information Regarding Forward-Looking Statements

The information in this release contains "forward-looking" statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, which are subject to a number of risks and uncertainties. All statements other than statements of historical facts contained in this release, including without limitation statements regarding our anticipated non-GAAP revenue and adjusted EBITDA for 2018; management transitions and future consulting relationships; the future results of operations, financial position and opportunities for the Company; business strategy; strategic position; and plans and objectives of management for future operations are forward-looking statements. Without limiting the foregoing, the words "believes", "estimates", "expects", "expectations", "intends", "may", and other similar language, whether in the negative or affirmative, are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated in these forward-looking statements due to various risks, uncertainties and other important factors, including without limitation our completion of financial closing procedures, including the execution of our internal control over financial reporting, and the subsequent occurrence or identification of events prior to the formal issuance of the annual financial statements; our ability to realize benefits from acquisitions that we have completed; the effects of disruption from the acquisitions we have completed, making it more difficult to maintain relationships with employees, customers or business partners; the timing of customer purchasing decisions and our recognition of revenues; economic conditions; our ability to recruit and retain key personnel; difficulties supporting our strategic focus on channel sales; difficulties retaining and expanding our customer base; difficulties leveraging market opportunities; the impact of restructuring and cost-containment activities; litigation; actions taken by significant stockholders; difficulties providing solutions that meet the needs of customers; market acceptance of our products and services; rapid technological and market change; our ability to protect our intellectual property rights; our ability to maintain partner, reseller, distribution and vendor support and supply relationships; higher risks in international operations and markets; the impact of increased competition; currency fluctuations; changes in the market price of our common stock; and/or failure or circumvention of our controls and procedures. For further information regarding risks and uncertainties associated with Ribbon Communications' business, please refer to the

“Risk Factors” section of Ribbon Communications’ most recent annual report filed with the SEC. Any forward-looking statements represent Ribbon Communications’ views only as of the date on which such statement is made and should not be relied upon as representing Ribbon Communications’ views as of any subsequent date. While Ribbon Communications may elect to update forward-looking statements at some point, Ribbon Communications specifically disclaims any obligation to do so.

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