

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person <u>Bucci Sam</u>  (Last) (First) (Middle) C/O RIBBON COMMUNICATIONS INC. 4 TECHNOLOGY PARK DRIVE  (Street) WESTFORD MA 01886  (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>EVP &amp; GM, IP Optical Networks</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/26/2021</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2021		S		7,500	D	\$8.825	67,947	D	
Common Stock	03/02/2021		S		10,000	D	\$8.5944 <sup>(1)</sup>	57,947	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)	(2)	02/26/2021		A		25,059		(3)	(3)	Common Stock	25,059	\$0	25,059	D	

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$8.59 to \$8.61, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price with the ranges set forth in this footnote.
- 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 (the "Compensation Committee") of the Issuer's Board of Directors on an annual basis for each of the three fiscal years prior to the vesting date.
- The Compensation Committee determined that the 2020 pre-bonus adjusted EBITDA (50% weighting) and Revenue (50% weighting) metrics resulted in a combined 125% level of the target awards being earned for the 2020 financial performance period, subject to no material changes in connection with the finalization of the audit and the filing of the Issuer's Annual Report on Form 10-K for the year ended December 31, 2020 (the "2020 Form 10-K"). The 2020 Form 10-K was filed with the U.S. Securities and Exchange Commission on February 26, 2021. As a result, Mr. Bucci earned 25,059 shares, pending his continued employment with the Issuer through the vesting date (third anniversary of the date of grant).

Patrick Macken, Attorney-in-Fact      03/02/2021

\*\* 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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