

**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>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>EVP, CTO &amp; Advanced R&amp;D</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2019</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	03/15/2019		A		8,451 <sup>(1)</sup>	A	\$0	181,474	D	
Common Stock	03/15/2019		F		3,752 <sup>(2)</sup>	D	\$5.22	177,722	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)	(3)	03/15/2019		A		15,326		(4)	12/31/2021	Common Stock	15,326	\$0	15,326	D	

**Explanation of Responses:**

- These shares of Common Stock were issued to Reporting Person pursuant to a voluntary election by Reporting Person in lieu of cash for a portion of the Reporting Person's 2018 annual bonus pursuant to the Issuer's Senior Management Cash Incentive Plan and such shares shall vest immediately upon grant.
- PAYMENT OF TAX LIABILITY BY DELIVERING SECURITIES TO THE COMPANY INCIDENT TO THE VESTING OF A SECURITY.
- 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 the Russell 2500 Telecommunications Sub Sector Index, that were set by the Compensation Committee (the Compensation Committee) of the Issuer's Board of Directors. The aggregate number of shares issued may range from zero (0) 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.
- Between zero (0) and 200% of one-third of the PSUs will vest, if at all, as determined by the Compensation Committee after the TSR performance period, commencing on January 1, 2019 and ending on December 31, 2021.

**Remarks:**

Kevin W. Riley 03/19/2019

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.