
**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
Date of Report (Date of earliest event reported): August 3, 2023**

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.)

6500 Chase Oaks Blvd., Suite 100, Plano, TX 75023
(Address of Principal Executive Offices) (Zip Code)

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

N/A
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001	RBBN	The Nasdaq Global Select Market

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Ribbon Communications Inc. (the “Company”) held its annual meeting of stockholders on August 3, 2023 (the “Annual Meeting”). At the Annual Meeting, as described below under Item 5.07, the stockholders of the Company approved an amendment to the Company’s Restated Certificate of Incorporation to eliminate or limit the personal liability of certain Company officers for monetary damages for breach of fiduciary duty as an officer, except to the extent such an exemption from liability or limitation thereof is not permitted by Delaware General Corporation Law (the “Amendment”). The Amendment became effective upon the Company’s filing of a Certificate of Amendment to the Restated Certificate of Incorporation with the Secretary of State of Delaware on August 3, 2023 (the “Certificate of Amendment”). The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached as Exhibit 3.1 hereto and is incorporated by reference herein.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, held on August 3, 2023, the Company’s stockholders considered and voted upon the matters listed below. A total of 159,012,900 shares of common stock were present in person or represented by proxy at the Annual Meeting, representing approximately 93.4% of the Company’s outstanding common stock as of the June 9, 2023 record date. The following are the voting results for the proposals considered and voted upon at the Annual Meeting, each of which were described in the Company’s Definitive Proxy Statement filed with the SEC on June 20, 2023 (the “Proxy Statement”).

Item 1 – Election of eight directors for a term of office expiring on the date of the annual meeting of stockholders in 2024 and until their respective successors have been duly elected and qualified.

Director	Votes For	Votes Against	Abstentions	Broker Non-Votes
R. Stewart Ewing, Jr.	140,464,671	1,153,757	733,801	16,660,671
Bruns H. Grayson	134,193,708	7,599,720	558,801	16,660,671
Beatriz V. Infante	139,717,731	2,077,574	556,924	16,660,671
Scott Mair	140,976,804	642,825	732,600	16,660,671
Bruce W. McClelland	140,170,609	1,628,672	552,948	16,660,671
Shaul Shani	136,452,555	5,340,876	558,798	16,660,671
Richard W. Smith	136,447,304	5,334,200	570,725	16,660,671
Tanya Tamone	140,251,978	1,363,382	736,869	16,660,671

All of the nominees named above were elected, having received more votes cast “for” their election than “against” their election.

Item 2 – Ratification of the appointment of Deloitte & Touche LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.

Votes For	157,381,739
Votes Against	474,844
Abstentions	1,156,317

Based on the foregoing vote, Item 2 was approved.

Item 3 – The non-binding advisory vote on the compensation of the Company’s named executive officers, as disclosed in the “Compensation Discussion and Analysis” section and the accompanying compensation tables and related narratives contained in the Proxy Statement.

Votes For	139,868,200
Votes Against	1,809,824
Abstentions	674,205
Broker Non-Votes	16,660,671

Based on the foregoing vote, Item 3 was approved.

The Compensation Committee and the Board of Directors of the Company will consider the outcome of the advisory vote when making future compensation decisions relating to the compensation paid to the Company’s named executive officers.

Item 4 – The non-binding advisory vote on the frequency of future non-binding advisory votes on the compensation of the Company’s named executive officers.

1 Year	136,904,533
2 Years	32,264
3 Years	3,992,121
Abstentions	1,420,311

Based on the foregoing, the Company will hold future stockholder non-binding, advisory votes on the compensation of the Company’s named executive officers every year until the next required stockholder advisory vote on the frequency of stockholder advisory votes on the compensation of the Company’s named executive officers. The next required advisory vote on the frequency of stockholder non-binding advisory votes on the compensation of the Company’s named executive officers will take place no later than at the Company’s 2029 Annual Meeting of Stockholders.

Item 5 – Approval of an amendment to the Company’s Restated Certificate of Incorporation to reflect new Delaware law provisions regarding officer exculpation.

Votes For	125,130,524
Votes Against	16,442,104
Abstentions	779,601
Broker Non-Votes	16,660,671

Based on the foregoing vote, Item 5 was approved.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Company’s Restated Certificate of Incorporation, dated August 3, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: August 4, 2023

RIBBON COMMUNICATIONS INC.

By: /s/ Patrick Macken

Name: Patrick W. Macken

Title: Executive Vice President, Chief Legal Officer and Secretary

**SECOND CERTIFICATE OF AMENDMENT TO THE
RESTATED
CERTIFICATE OF INCORPORATION OF
RIBBON COMMUNICATIONS INC.**

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Ribbon Communications Inc., a Delaware corporation (hereinafter called the “Corporation”), does hereby certify as follows:

FIRST: The Board of Directors of the Corporation duly adopted resolutions, pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth certain amendments to the Restated Certificate of Incorporation, as amended, of the Corporation (the “Certificate of Incorporation”) and declaring said amendments to be advisable and in the best interests of the Corporation.

SECOND: Article VI of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

**ARTICLE VI
LIMITATION OF LIABILITY**

To the fullest extent permitted by the DGCL, no director or officer of the Corporation shall be personally liable to the Corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director or officer, notwithstanding any provision of law imposing such liability; provided, however, that to the extent required from time to time by applicable law, this Article VI shall not eliminate or limit the liability of a director or officer, as applicable, to the extent such liability is provided by applicable law, (i) for any breach of the director’s or officer’s duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the DGCL, or (iv) for any transactions from which the director or officer derived an improper personal benefit. Without limiting the effect of the preceding sentence, if the DGCL is hereafter amended to authorize the further elimination or limitation of the liability of a director or officer, then the liability of a director or officer of this Corporation shall be limited to the fullest extent permitted by the DGCL, as so amended. No amendment to or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any director or officer for or with respect to any acts or omissions of such director or officer occurring prior to the effective date of such amendment or repeal.

THIRD: This Second Certificate of Amendment shall be effective at 5:00 p.m., Eastern Standard Time, on August 3, 2023.

IN WITNESS WHEREOF, the Corporation has caused this Second Certificate of Amendment to be duly executed in its corporate name this third day of August, 2023.

RIBBON COMMUNICATIONS INC.

By: /s/ Patrick Macken
Name: Patrick W. Macken
Title: Executive Vice President, Chief Legal Officer and Secretary