

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

| OMB APPROVAL | |
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|---|---|---|
| 1. Name and Address of Reporting Person* <u>McCready John R</u> (Last) (First) (Middle) 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 X Officer (give title below) Other (specify below) <u>EVP and Chief Strategy Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/17/2019 | |
| | 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 | 06/17/2019 | | M | | 8,334 | A | \$0 ⁽¹⁾ | 96,558 | D | |
| Common Stock | 06/17/2019 | | F | | 2,467 ⁽²⁾ | D | \$4.7 | 94,091 | 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) | 06/17/2019 | | M | | 8,334 | | (3) | (3) | Common Stock | 8,334 | \$0 | 16,666 | D | |
| Restricted Stock Units (RSUs) | (1) | 06/17/2019 | | A | | 43,291 | | (4) | (4) | Common Stock | 43,291 | \$0 | 43,291 | D | |

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Ribbon Communications Inc. common stock.
- PAYMENT OF TAX LIABILITY BY DELIVERING SECURITIES TO THE COMPANY INCIDENT TO THE VESTING OF A SECURITY.
- 25,000 restricted stock units were granted to the Reporting Person on June 15, 2018, vesting over a three-year period. One-third of those restricted stock units vested on June 17, 2019, and the remaining two-thirds of the restricted stock units shall vest in four equal, semi-annual installments thereafter through June 15, 2021.
- The restricted stock units vest over a three-year period as follows: one-third of the restricted stock units shall vest on June 17, 2020, and the remaining two-thirds of the restricted stock units shall vest in four equal, semi-annual installments thereafter through June 17, 2022.

Remarks:

John R. McCready

06/19/2019

** 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.