

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>Ribbon Communications Inc.</u> (Last) (First) (Middle) 4 TECHNOLOGY PARK DRIVE (Street) WESTFORD MA 01886 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/01/2020	3. Issuer Name and Ticker or Trading Symbol <u>American Virtual Cloud Technologies, Inc. [AVCT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series A-1 Convertible Debentures	(1)	(2)	Common Stock	12,689,275	3.45	D
Warrants	(1)	12/01/2025	Common Stock	4,377,800	0.01	D

Explanation of Responses:

1. Pursuant to the amended and restated purchase agreement, dated December 1, 2020, the Reportig Person agreed to sell to the Issuer a portion of its business and related interests and assets for an aggregate purchase price of \$45.0 million, subject to certain adjustments, in the form of 43,778 units of the Issuer's securities, with each unit consisting of (i) \$1,000 in principal amount of the Issuer's Series A-1 convertible debentures and (ii) one warrant to purchase 100 shares of the Common Stock. The Reporting Person will have the right to the full underlying share amount when the Issuer obtains the requisite stockholder approval to issue the full amount of underlying shares.

2. The expiration date is the date that the principal amount of the Series A-1 convertible debenture (together with all accrued but unpaid interest thereon) is paid in full, subject to mandatory conversion in whole pursuant to the terms thereof. The entire principal sum amount of the Series A-1 convertible debenture, together with accrued and unpaid interest thereon, is due and payable on the earlier to occur of (i) such date, commencing on or after the 30 month anniversary of December 1, 2020, as the holder, at its sole option, upon not less than 30 days' prior written notice to the Issuer, demands payment thereof and (ii) the occurrence of a Change in Control (as defined therein).

RIBBON

COMMUNICATION INC.

By: /s/ Patrick Macken, 12/11/2020

Executive Vice President, and

Chief Legal Officer and

Secretary.

** 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 5 (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.