

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Marmurek Eric S</u>  (Last) (First) (Middle) 6500 CHASE OAKS BLVD. STE. 100  (Street) PLANO TX 75023  (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 <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <u>SVP, Finance &amp; CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2024</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	03/15/2024		M		4,116	A	(1)	251,812	D	
Common Stock	03/15/2024		M		1,581	A	(2)	253,393	D	
Common Stock	03/15/2024		F		1,554	D	\$2.83(3)	251,839	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
Restricted Stock Units (RSUs)	(1)	03/15/2024		M		4,116		(4)	(4)	Common Stock	4,116	\$0	0	D	
Performance-Based Restricted Stock Units	(1)	03/15/2024		M		1,581		(2)	(2)	Common Stock	1,581	\$0	0	D	

**Explanation of Responses:**

- Each Restricted Stock Unit (RSU) and Performance Share Unit (PSU) converts into common stock on a one-for-one basis.
- The number of PSUs earned and issued upon vesting was determined based on goals (set by the Compensation Committee of the Issuer's Board of Directors (the "Compensation Committee") on an annual basis) for each of the three fiscal years ended December 31, 2023. Based on the Compensation Committee's determination of achievement of these pre-established financial goals, 32% of the shares subject to the 2023 financial period were earned and vested on March 15, 2024, and no shares were earned for the 2021 and 2022 performance periods and were forfeited.
- Reflects shares of Common Stock withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting of the RSUs and PSUs.
- The RSUs were granted on March 15, 2021 and vested as to one-third on March 15, 2022; the remaining two-thirds of the RSUs vested in four equal semi-annual installments thereafter through March 15, 2024.

Patrick Macken, By POA from Rick Marmurek, SVP, CAO 03/18/2024

\*\* 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.