

| OMB APPROVAL                                 |           |
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| 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*<br><u>McCaffery Stephen J.</u><br><br>(Last) (First) (Middle)<br>C/O RIBBON COMMUNICATIONS<br>6500 CHASE OAKS BLVD., SUITE 100<br><br>(Street)<br>PLANO TX 75023<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Ribbon Communications Inc. [ RBBN ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP, Sales EMEA and APAC</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/15/2022</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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |

**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 Unit (PSU) | (1)  | 06/15/2022                           |  | A                              |   | 67,524   |     | (1)  | (1)             | Common Stock  | 67,524                                     | \$0  | 67,524  | D  |       |
| PSU   | (2)  | 06/15/2022                           |  | A                              |   | 45,016   |     | (2)  | (2)             | Common Stock  | 45,016                                     | \$0  | 45,016  | D  |       |
| PSU   | (3)  | 06/15/2022                           |  | A                              |   | 96,135   |     | (3)  | (3)             | Common Stock  | 96,135                                     | \$0  | 96,135  | D  |       |

**Explanation of Responses:**

- Each PSU represents a contingent right to receive one share of the Issuer's Common Stock. The number of PSUs earned and issuable upon vesting will be 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 prior to the vesting date. The aggregate number of shares issued may range from zero 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. This PSU will vest on 03/15/2025.
- 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 a peer index of companies (set by the Compensation Committee at the time of grant) over the three fiscal years ending prior to the vesting date. The aggregate number of shares issued may range from zero 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. This PSU will vest on 03/15/2025.
- Each PSU represents a contingent right to receive one share of the Issuer's Common Stock. The number of PSUs earned and issuable upon vesting will be determined based on achievement of a revenue goal set (prior to grant) by the Compensation Committee for the fiscal year ending December 31, 2022. The aggregate number of shares issued may range from zero 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. This PSU will vest on 03/15/2023.

Patrick Macken, Attorney-in-Fact 06/17/2022

\*\* 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.