

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

**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

1. Name and Address of Reporting Person* <u>Riley Kevin W.</u>  (Last) (First) (Middle) <u>C/O RIBBON COMMUNICATIONS INC.</u> <u>4 TECHNOLOGY PARK DRIVE</u>  (Street) <u>WESTFORD MA 01886</u>  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CTO &amp; EVP Growth R&amp;D</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/02/2018</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	04/02/2018		M		13,542 <sup>(1)</sup>	A	\$0	202,538	D	
Common Stock	04/02/2018		M		8,125 <sup>(3)</sup>	A	\$0	210,663	D	
Common Stock	04/02/2018		F		27,688 <sup>(5)</sup>	D	\$5.1	182,975	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
Performance-Based Restricted Stock Units (PSUs)	\$0	04/02/2018		M		13,542 <sup>(1)</sup>		(2)	(2)	Common Stock	13,542 <sup>(1)</sup>	\$0	5,208	D	
Performance-Based Restricted Stock Units (PSUs)	\$0	04/02/2018		M		8,125 <sup>(3)</sup>		(4)	(4)	Common Stock	8,125 <sup>(3)</sup>	\$0	0	D	

**Explanation of Responses:**

- Represents the vesting (at 130% of target) of Performance-Based Restricted Stock Units (PSUs) granted on March 31, 2017 for the 2017 performance period. As a result of the achievement of 130%, which was above target, the Company increased the number of shares granted to the individual by 3,125 shares, or the above-target amount, to account for such achievement. Performance for this award during the award's 2017 performance period was measured based on the Issuer's total shareholder return (TSR) compared to pre-established relative TSR goals, based on the TSR of the NASDAQ Telecommunications Index, that were set by the Compensation Committee of the Issuer's Board of Directors.
- The remaining PSUs will vest on March 31, 2019 and accordingly have no expiration date.
- Represents the vesting (at 130% of target) of Performance-Based Restricted Stock Units (PSUs) granted April 1, 2016 for the 2017 performance period. As a result of the achievement of 130%, which was above target, the Company increased the number of shares granted to the individual by 1,875 shares, or the above-target amount, to account for such achievement. Performance for this award during the award's 2017 performance period was measured based on the Issuer's total shareholder return (TSR) compared to pre-established relative TSR goals, based on the TSR of the NASDAQ Telecommunications Index, that were set by the Compensation Committee of the Issuer's Board of Directors.
- The PSUs have fully vested and accordingly have no expiration date
- PAYMENT OF TAX LIABILITY BY DELIVERING SECURITIES TO THE COMPANY INCIDENT TO THE VESTING OF A SECURITY.

**Remarks:**

Kevin W. Riley 04/04/2018  
 \*\* 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.