

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>McClelland Bruce William</u> (Last) (First) (Middle) C/O 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 03/13/2020	
	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	03/13/2020		P		10,000	A	\$2.2	65,575	D	
Common Stock	03/16/2020		P		10,000	A	\$2.2578 ⁽²⁾	75,575	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (RSUs)	(1)	03/16/2020		A		462,963	(3)	(3)	Common Stock	462,963	\$0	462,963	D	
Performance-Based Restricted Stock Units (PSUs)	(1)	03/16/2020		A		4,750,000	(4)	(4)	Common Stock	4,750,000	\$0	4,750,000	D	

Explanation of Responses:

- Each RSU represents a contingent right to receive one share of Ribbon Communications Inc. ("Ribbon") common stock.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.55 to \$2.60, inclusive. The reporting person undertakes to provide to Ribbon, any security holder of Ribbon, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price with the ranges set forth in this footnote.
- The RSUs shall become fully vested on the earlier of (i) March 16, 2021 and (ii) the date of the consummation of a change in control (the earlier date, the "Vesting Date"), so long as the reporting person remains actively and continuously employed by the Company or any of its subsidiaries through the Vesting Date.
- The PSUs vest upon Ribbon's common stock achieving sustained market prices of \$7.50, \$12.00, \$15.00 and \$20.00 per share over a consecutive twenty day period during the applicable performance period (each such date a "Performance Vesting Date"), in each case, subject to the reporting person's active and continuous employment by Ribbon or any of its subsidiaries through each applicable Performance Vesting Date; provided that no PSUs are eligible to vest after September 1, 2024. In the event that the applicable target price for a performance period is not achieved, the corresponding PSUs may still be eligible to vest in a later performance period.

Remarks:

Bruce W. McClelland 03/17/2020
 ** 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.