
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

September 7, 2022

Date of Report (Date of earliest event reported)

RIBBON COMMUNICATIONS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38267
(Commission File Number)

82-1669692
(IRS Employer
Identification No.)

6500 Chase Oaks Blvd., Suite 100, Plano, TX 75023
(Address of Principal Executive Offices) (Zip Code)

(978) 614-8100
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001	RBBN	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 7, 2022, the Board of Directors (the “*Board*”) of Ribbon Communications Inc. (the “*Company*”) elected to increase the size of the Board to nine members and appointed Scott Mair to serve as a member of the Board until the 2023 meeting of the Company’s stockholders. Mr. Mair was also appointed to the Audit Committee of the Board, replacing Bruns Grayson who resigned from the Audit Committee (but remains on the Board and the Compensation and Nominating and Corporate Governance Committees of the Board) and the Technology and Innovation Committee of the Board.

Mr. Mair (age 61), retired in 2022 from AT&T where he spent over 37 years in various roles, including most recently serving as President, Networks and Engineering. In his career at AT&T, Mr. Mair led a team of over 32,000 employees and 40,000 contractors and was ultimately responsible for a capital budget of more than \$10 billion. Mr. Mair was responsible for many of the aspects associated with growing, designing and building solutions throughout AT&T’s entire global wireless and wireline networks, including launching the first standards-based mobile 5G network and building and operating the U.S. Public Safety’s first dedicated, nationwide communications platform for America’s police, firefighters, EMS and first responders. Mr. Mair holds a Bachelor’s Degree in Communications and a Master’s Degree in Industrial Technology from the University of Wisconsin – Platteville.

The Board believes Mr. Mair is qualified to serve on the Board based on his significant experience in telecommunications networking, global operations, cybersecurity threats and defense, as well as his strong financial acumen.

Mr. Mair was appointed to the Board by the JPM Stockholders (defined below) pursuant to the Company’s First Amended and Restated Stockholders Agreement dated March 3, 2020 with JPMC Heritage Parent LLC (“*JPMC*”), Heritage PE (OEP) III, L.P. (together with JPMC, entities affiliated with the Company’s largest stockholder, JPMorgan Chase & Co. (collectively with any successor entities, the “*JPM Stockholders*”), and ECI Holding (Hungary) Kft. There are no family relationships between Mr. Mair and any other director or executive officer of the Company and there have been no transactions between Mr. Mair and the Company in the last fiscal year, and none are currently proposed, that would require disclosure under Item 404(a) of Regulation S-K.

In connection with his election as a director, Mr. Mair is entitled to receive an annual retainer of \$60,000 consistent with the Company’s Non-employee Director Compensation Plan (the “*Director Compensation Plan*”) and will receive additional annual retainers of \$15,000 and \$5,000 for his service on the Audit Committee and Technology and Innovation Committee, respectively. The retainers are payable quarterly and pro-rated for the partial year of service. In addition, Mr. Mair is entitled to receive restricted share units (consistent with the Director Compensation Plan), which, subject to his continued service, will vest on the earlier of (i) the first anniversary of the grant date of the award and (ii) the next annual shareholders meeting of the Company which is at least 50 weeks after the immediately preceding year’s annual stockholders meeting. The number of shares eligible to be received upon the vesting of the restricted share units will have a value (based on the closing price of the Company’s common stock on the date of grant) equal to \$120,000 pro-rated for the portion of the year that has elapsed since the Company’s 2022 Annual Meeting of Stockholders. In accordance with the Company’s customary practice, the Company also expects to enter into its standard form of indemnification agreement with Mr. Mair, which agreement is filed as Exhibit 10.5 to the Company’s Annual Report on Form 10-K filed with the SEC on March 8, 2018.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release of Ribbon Communications Inc., dated September 8, 2022.](#)
104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 8, 2022

RIBBON COMMUNICATIONS INC.

By: /s/ Patrick W. Macken

Name: Patrick W. Macken

Title: Executive Vice President, Chief Legal Officer and Secretary



Ribbon Appoints Scott Mair to its Board of Directors

FOR IMMEDIATE RELEASE: September 8, 2022

Plano, TX – Ribbon Communications Inc. (Nasdaq: RBBN), a global provider of real time communications technology and IP optical networking solutions to many of the world’s largest service providers, enterprises, and critical infrastructure operators to modernize and protect their networks, today announced the appointment of Scott Mair, former President, AT&T Networks Engineering and Operations, to its Board of Directors.

“We are excited to welcome Scott to the Board” said Shaul Shani, Chairman of the Company’s Board of Directors. “Scott’s extensive experience at AT&T, one of the world’s largest service providers, will be an incredible asset for Ribbon. He brings an in-depth understanding of 5G mobile networks, IP and Optical systems engineering, cybersecurity and network operations that will greatly benefit the company and provide the Board with valuable perspective and insight as we continue to grow and expand our business.”

Mr. Mair’s accomplishments during his over 37-year career at AT&T include launching the first standards-based mobile 5G network and building and operating the U.S. Public Safety’s first dedicated, nationwide communications platform for America’s police, firefighters, EMS and first responders. He is a member of the Board at American Transmission Company (ATC) and holds a Bachelor’s Degree in Communications and a Master’s Degree in Industrial Technology from the University of Wisconsin – Platteville.

“The telecom network has become an indispensable foundation for practically every industry and permeates all parts of our lives” said Scott. “Ribbon has brought together several of the companies that were original pioneers of voice and data communications technology and I look forward to joining the Board and working with Bruce and the team as they continue to innovate and build on this rich history.”

Mr. Mair’s appointment brings the size of Ribbon’s Board to nine members, six of which are independent. Mr. Mair will serve on the Audit and Technology and Innovation Committees of the Board and has been appointed as a designee of the JPMorgan Chase & Co. stockholders under the First Amended and Restated Stockholders Agreement.

About Ribbon

Ribbon Communications (Nasdaq: RBBN) delivers communications software, IP and optical networking solutions to service providers, enterprises and critical infrastructure sectors globally. We engage deeply with our customers, helping them modernize their networks for improved competitive positioning and business outcomes in today’s smart, always-on and data-hungry world. Our innovative, end-to-end solutions portfolio delivers unparalleled scale, performance, and agility, including core to edge software-centric solutions, cloud-native offers, leading-edge security and analytics tools, along with IP and optical networking solutions for 5G. We maintain a keen focus on our commitments to Environmental, Social and Governance (ESG) matters, offering an annual Sustainability Report to our stakeholders. To learn more about Ribbon, please visit [ribbon.com](https://www.ribbon.com).

Important Information Regarding Forward-Looking Statements

The information in this release contains “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, which are subject to a number of risks and uncertainties. All statements other than statements of historical facts contained in this release, including without limitation statements regarding the Company’s expected growth and expansion, are forward-looking statements. Without limiting the foregoing, the words “believes”, “estimates”, “expects”, “expectations”, “intends”, “may”, “plans”, “projects” and other similar language, are intended to identify forward-looking statements.

Forward-looking statements are based on the Company’s current expectations and assumptions regarding its business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Actual results may differ materially from those contemplated in these forward-looking statements due to various risks, uncertainties and other important factors, including, among others, risks related to supply chain disruptions. Including as a result of component availability; the effects of geopolitical instabilities and disputes, including between Russia and Ukraine and the impact of sanctions imposed as a result thereof; risks related to the continuing COVID-19 pandemic, including delays in customer deployments as a result of rises in cases; risks that the Company will not realize the anticipated benefits from the acquisition of ECI Telecom Group Ltd.; risks that the Company will not realize the estimated cost savings and/or anticipated benefits from its strategic restructuring; the impact of restructuring and cost-containment activities; declines in the value of the Company’s ongoing investment in AVCT, the purchaser of the Company’s Kandy Communications business; unpredictable fluctuations in quarterly revenue and operating results; risks related to the terms of the Company’s credit agreement including compliance with the financial covenants; risks related to cybersecurity and data intrusion; failure to compete successfully against telecommunications equipment and networking companies; failure to grow the Company’s customer base or generate recurring business from existing customers; credit risks; the timing of customer purchasing decisions and the Company’s recognition of revenues; macroeconomic conditions, including inflation; litigation; market acceptance of the Company’s products and services; rapid technological and market change; the ability to protect Company intellectual property rights and obtain necessary licenses; the ability to maintain partner, reseller, distribution and vendor support and supply relationships; the potential for defects in the Company’s products; increases in tariffs, trade restrictions or taxes on the Company’s products; and currency fluctuations.

These factors are not intended to be an all-encompassing list of risks and uncertainties that may affect the Company’s business and results from operations. Additional information regarding these and other factors can be found in the Company’s reports filed with the Securities and Exchange Commission, including, without limitation, its Form 10-K for the year ended December 31, 2021. In providing forward-looking statements, the Company expressly disclaims any obligation to update these statements publicly or otherwise, whether as a result of new information, future events or otherwise, except as required by law.

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