

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>Scarfo Anthony</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>EVP & GM Cloud & Edge</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/26/2021</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	Amount or Number of Shares				
Performance Based Restricted Stock Units (PSUs)	(1)	02/26/2021		A		17,960		(2)	(2)	Common Stock	17,960	\$0	22,341	D	
PSUs	(1)	02/26/2021		A		20,023		(3)	(3)	Common Stock	20,023	\$0	20,023	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 (the "Compensation Committee") of the Issuer's Board of Directors on an annual basis for each of the three fiscal years prior to the vesting date.
- The Compensation Committee determined that the 2020 pre-bonus adjusted EBITDA (50% weighting) and Revenue (50% weighting) metrics resulted in a combined 125% level of the target awards being earned for the 2020 financial performance period, subject to no material changes in connection with the finalization of the audit and the filing of the Issuer's Annual Report on Form 10-K for the year ended December 31, 2020 (the "2020 Form 10-K"). The 2020 Form 10-K was filed with the U.S. Securities and Exchange Commission on February 26, 2021. As a result, Mr. Scarfo earned 17,960 shares for the 2020 performance year portion of awards made in 2019, pending his continued employment with the Issuer through the vesting date (third anniversary of the date of grant).
- The Compensation Committee determined that the 2020 pre-bonus adjusted EBITDA (50% weighting) and Revenue (50% weighting) metrics resulted in a combined 125% level of the target awards being earned for the 2020 financial performance period, subject to no material changes in connection with the finalization of the audit and the filing of the Issuer's Annual Report on Form 10-K for the year ended December 31, 2020 (the "2020 Form 10-K"). The 2020 Form 10-K was filed with the U.S. Securities and Exchange Commission on February 26, 2021. As a result, Mr. Scarfo earned 20,023 shares for the 2020 performance year portion of awards made in 2020, pending his continued employment with the Issuer through the vesting date (third anniversary of the date of grant).

Patrick Macken, Attorney-in-Fact 03/02/2021

** 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.