

JPMORGAN CHASE & CO
Form 4
December 07, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
JPMORGAN CHASE & CO

2. Issuer Name and Ticker or Trading Symbol
Ribbon Communications Inc.
[RBBN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
270 PARK AVE, 10TH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2018

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

NEW YORK, NY 10017

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	12/05/2018		J ⁽¹⁾		1,142,007	A	\$ 6.83
					49,940,222	I	

See Footnote (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JPMORGAN CHASE & CO 270 PARK AVE, 10TH FLOOR NEW YORK, NY 10017		X		

Signatures

JPMORGAN CHASE & CO., By: /s/ Michael T. Lees, Name: Michael T. Lees, Title: Executive Director 12/07/2018

____Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) On December 5, 2018, JPMC Heritage Parent LLC ("JPMC Heritage Parent"), an indirectly wholly-owned subsidiary of the Reporting Person, acquired the 1,142,007 shares of Common Stock of the Issuer previously held by OEP III Co-Investors, LP.
- JPMC Heritage Parent is the record holder of 1,142,007 shares of Common Stock, OEP II Partners Co-Invest, L.P. ("OEP II Partners Co-Invest") is the record holder of 1,749,504 shares of Common Stock, and Heritage PE (OEP) III, L.P. ("Heritage III") is the record holder of 47,048,711 shares of Common Stock. The Reporting Person is a publicly traded entity listed on the New York Stock Exchange,
- (2) which is the sole member of JPMorgan Holdings LLC, which is the sole member of Banc One Financial LLC, which is the sole member of OEP Holdings LLC, which is the sole member of JPMC Heritage Parent LLC, which is the general partner of OEP General Partner III L.P., which is the general partner of Heritage III. Additionally, JPMC Heritage Parent is the sole member of OEP Co-Investors Management III, Ltd., which is the general partner of OEP III Partners Co-Investors, L.P.
- As such, the Reporting Person may be deemed to have or share beneficial ownership of the Common Stock held directly by Heritage III and JPMC Heritage Parent. OEP II Partners Co-Invest is subject to certain contractual agreements and statutory obligations to acquire and vote shares side-by-side with Heritage III. By virtue of these agreements and obligations, the Reporting Person may be deemed to have or share beneficial ownership over the shares held directly by OEP II Partners Co-Invest. Notwithstanding the above, the Reporting Person does not directly or indirectly own any interest in OEP II Partners Co-Invest. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.