

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Guo Jerry</u>  (Last) (First) (Middle) <u>C/O CASA SYSTEMS, INC.</u> <u>100 OLD RIVER ROAD</u>  (Street) <u>ANDOVER</u> <u>MA</u> <u>01810</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Casa Systems Inc [ CASA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/21/2023</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	03/21/2023		M		89,185	A	(1)	11,231,711	D	
Common Stock	03/21/2023		M		401,011	A	(1)	11,632,722	D	
Common Stock	03/21/2023		M		381,796	A	(1)	12,014,518	D	
Common Stock	03/21/2023		M		407,249	A	(1)	12,421,767	D	
Common Stock	03/21/2023		M		154,869	A	(1)	12,576,636	D	
Common Stock	03/21/2023		F <sup>(2)</sup>		693,378	D	\$1.16	11,883,258	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	Amount or Number of Shares				
Restricted Stock Units	(3)	03/21/2023		M			89,185	(4)	(4)	Common Stock	89,185	\$0.00	0	D	
Restricted Stock Units	(3)	03/21/2023		M			401,011	(5)	(5)	Common Stock	401,011	\$0.00	0	D	
Restricted Stock Units	(3)	03/21/2023		M			381,796	(6)	(6)	Common Stock	381,796	\$0.00	0	D	
Restricted Stock Units	(3)	03/21/2023		M			407,249	(7)	(7)	Common Stock	407,249	\$0.00	0	D	
Restricted Stock Units	(3)	03/21/2023		A		154,869		(8)	(8)	Common Stock	154,869	\$0.00	154,869	D	
Restricted Stock Units	(3)	03/21/2023		M			154,869	(9)	(9)	Common Stock	154,869	\$0.00	0	D	

Explanation of Responses:

1. Restricted stock units ("RSUs") converted into common stock, \$0.001 par value per share (the "Common Stock"), of Casa Systems, Inc. (the "Company") on a one-for-one basis upon vesting of the units.
2. Shares withheld by the Company to satisfy tax withholding requirements on vesting of RSUs. No shares were sold.
3. Each RSU represents the right to receive one share of Common Stock upon vesting, subject to the reporting person's continued service relationship with the Company and the other terms and conditions set forth in the applicable RSU agreement. In the sole discretion of the Company's board of directors, the Company may, with respect to any applicable vesting date, deliver to the reporting person Common Stock or cash having a fair market value equal to the number of shares of Common Stock underlying the portion of the RSU that vested on such date, payable within 30 days of the vesting date, less applicable taxes.
4. Pursuant to the Separation Agreement entered into by the Company and the reporting person on March 14, 2023 (the "Separation Agreement"), the vesting of the RSUs granted to the reporting person on February 25, 2020 was fully accelerated and all of the shares underlying the award became vested as of March 21, 2023. The RSUs have no expiration date.
5. Pursuant to the Separation Agreement, the vesting of the RSUs granted to the reporting person on February 23, 2021 was fully accelerated and all of the shares underlying the award became vested as of March 21, 2023. The RSUs have no expiration date.
6. Pursuant to the Separation Agreement, the vesting of the RSUs granted to the reporting person on May 9, 2022 was fully accelerated and all of the shares underlying the award became vested as of March 21, 2023. The RSUs have no expiration date.
7. Pursuant to the Separation Agreement, the vesting of the RSUs granted to the reporting person on May 9, 2022 was fully accelerated and all of the shares underlying the award became vested as of March 21, 2023. The RSUs have no expiration date.
8. These RSUs are subject to performance-based vesting, the conditions for which are met upon the Company's level of achievement of pre-established performance parameters, as approved by the Company's Board of Directors, and subject to the other terms and conditions set forth in the applicable RSU agreement. These RSUs have no expiration date.
9. Pursuant to the Separation Agreement, the vesting of the RSUs granted to the reporting person on May 11, 2022 was fully accelerated and all of the shares underlying the award became vested as of March 21, 2023. The RSUs have no expiration date.

Remarks:

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.**