

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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

1. Name and Address of Reporting Person* <u>Xie Lucy</u>  (Last) (First) (Middle) <u>C/O CASA SYSTEMS, INC.</u> <u>100 OLD RIVER ROAD</u>  (Street) <u>ANDOVER MA 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>01/08/2023</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			
Common Stock	01/08/2023		M		31,570	A	(1)	2,200,949	D	
Common Stock	01/08/2023		M		106,606	A	(1)	2,307,555	D	
Common Stock	01/08/2023		M		143,802	A	(1)	2,451,357	D	
Common Stock	01/08/2023		M		321,875	A	(1)	2,773,232	D	
Common Stock	01/08/2023		M		128,750	A	(1)	2,901,982	D	
Common Stock	01/08/2023		F <sup>(2)</sup>		272,545	D	\$3.265	2,629,437	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
Restricted Stock Units	(3)	01/08/2023		M			31,570	(4)	(4)	Common Stock	31,570	\$0.00	0	D	
Restricted Stock Units	(3)	01/08/2023		M			106,606	(5)	(5)	Common Stock	106,606	\$0.00	0	D	
Restricted Stock Units	(3)	01/08/2023		M			143,802	(6)	(6)	Common Stock	143,802	\$0.00	0	D	
Restricted Stock Units	(3)	01/08/2023		M			321,875	(7)	(7)	Common Stock	321,875	\$0.00	0	D	
Restricted Stock Units	(3)	01/08/2023		M			128,750	(8)	(8)	Common Stock	128,750	\$0.00	0	D	

**Explanation of Responses:**

- 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 RSUs.
- Shares withheld by the Company to satisfy tax withholding requirements on vesting of RSUs.
- 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.
- Pursuant to the Separation Agreement entered into by the Company and the reporting person on November 29, 2022 (the "Separation Agreement"), the vesting of the RSUs granted to the reporting person on February 5, 2019 was fully accelerated and all of the shares underlying the award became vested as of January 8, 2023. The RSUs have no expiration date.
- Pursuant to 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 January 8, 2023. The RSUs have no expiration date.
- 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 January 8, 2023. The RSUs have no expiration date.
- 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 January 8, 2023. The RSUs have no expiration date.
- 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 January 8, 2023. The RSUs have no expiration date.

**Remarks:**

/s/ Timothy C. Rodenberger, as Attorney-in-Fact 01/10/2023

\*\* 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.

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