

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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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 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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">President & CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2020</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/01/2020		M		102,350	A	(1)	10,160,740	D	
Common Stock	01/01/2020		F		47,781 ⁽²⁾	D	\$4.09	10,112,959 ⁽³⁾	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	(4)	01/01/2020		M			11,804	(5)	(5)	Common Stock	11,804	\$0.00	23,610	D	
Restricted Stock Units	(4)	01/01/2020		M			90,546	(6)	(6)	Common Stock	90,546	\$0.00	271,641	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 units.
- Shares withheld by the Company to satisfy tax withholding requirements on vesting of RSUs. No shares were sold.
- Consists of 10,090,109 shares of Common Stock and 22,850 shares issuable pursuant to outstanding RSUs that were previously reported on Table I.
- 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 for RSUs reported on Table II, 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.
- Scheduled to vest over four years, with 25% of the 47,218 shares underlying the award having vested on January 1, 2019, and 25% of the shares underlying the award vesting at the end of each successive one-year period thereafter.
- Scheduled to vest over four years, with 25% of the 362,187 shares underlying the award having vested on January 1, 2020, and 25% of the shares underlying the award vesting at the end of each successive one-year period thereafter.

Remarks:

/s/ Jerry Guo

01/03/2020

** 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.