RingCentral Inc
Form 4
September 30, 2013

FORM 4

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

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

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person * Williams R Neil	2. Issuer Name **and** Ticker or Trading Symbol **RingCentral Inc [RNG]**	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) __X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
(Last) (First) (Middle) 1400 FASHION ISLAND BLVD., 7TH FLOOR (Street)	3. Date of Earliest Transaction (Month/Day/Year) 09/26/2013 4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
SAN MATEO, CA 94404 (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			

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

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(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amo Underlying Secu (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Director Stock Option (right to buy)	$ 2.73	09/26/2013	J[(1)]			30,000	03/07/2012[(2)]	03/07/2022	Common Stock	30
Director Stock Option (right to buy)	$ 2.73	09/26/2013	J[(1)]		30,000		03/07/2012[(2)]	03/07/2022	Class B Common Stock	30
Director Stock Option (right to buy)	$ 13	09/26/2013	A		6,730		[(3)]	09/26/2020	Class A Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams R Neil 1400 FASHION ISLAND BLVD., 7TH FLOOR SAN MATEO, CA 94404	X			

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact	09/30/2013
**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) Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock underlying the reported option automatically converted into one share of Class B Common Stock on September 26, 2013.

(2) The option was immediately exercisable on date of grant. 25% of the shares subject to the option vested on 3/7/2013, and 1/48th of the shares vest each month thereafter over the following 36 months.

(3) One-Sixth (1/6th) of the shares subject to the option vest on 10/26/2013 and 1/6th will vest on the 26th day of each month thereafter for the following 5 months.

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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