RingCentral Inc
Form 4
March 13, 2014

## 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

## 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 1(b).
(Print or Type Responses)


Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of
SEC 1474 information contained in this form are not
(9-02) required to respond unless the form displays a currently valid OMB control
number.

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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Transac Code (Instr. 8 ) | 5. Numb <br> Derivati Securitie <br> (A) or D <br> (D) <br> (Instr. 3, | of <br> Acquired posed of <br> and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |  | 7. Title and An Underlying Se (Instr. 3 and 4 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | Code | (A) | (D) | Date Exercisable | Expiration <br> Date | Title |
| Stock <br> Option <br> (Right to Buy) | \$ 6.78 | 03/11/2014 |  | M |  | 30,000 | 08/02/2012 ${ }^{(2)}$ | 08/02/2022 | Class B Common Stock |
| Class B <br> Common Stock | (3) (4) | 03/11/2014 |  | M | 30,000 |  | (3)(4) | (3)(4) | Class A <br> Common Stock |
| Class B <br> Common <br> Stock ${ }^{(1)}$ | $\underline{(3)} \stackrel{(4)}{ }$ | 03/11/2014 |  | C ${ }_{\underline{(1)}}$ |  | 30,000 | (3)(4) | (3)(4) | Class A <br> Common Stock |

## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director $10 \%$ Owner Officer Other

Makagon Kira
C/O RINGCENTRAL, INC.
1400 FASHION ISLAND BLVD, 7TH FLOOR
EVP,
SAN MATEO, CA 94404

## Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for Kira
Makagon
03/13/2014
${ }^{* *}$ Signature of Reporting Person Date

## Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction $4(\mathrm{~b})(\mathrm{v})$.
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. $78 \mathrm{ff}(\mathrm{a})$.
Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock. The Reporting Person sold
(1) shares to the Underwriters in connection with the sale of shares of Class A Common Stock by the Reporting Person in the Issuer's public offering.
(2)

The option was immediately exercisable on date of grant. $25 \%$ of the shares subject to the option vested on $8 / 01 / 2013$, and $1 / 48$ th of the shares vest each month thereafter over the following 36 months.

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Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock and has no expiration date. In addition, each share of Class B Common Stock held by a shareholder will convert automatically into one share of Class A Common Stock upon (i) any transfer such share (subject to certain exceptions), or (ii) the death of a natural person holding such share.

In addition, each share of Class B Common Stock outstanding will convert automatically into one share of Class A Common stock upon (i) the date specified by the holders of at least $67 \%$ of the outstanding shares of Class B Common Stock, (ii) the date on which the number (4) of outstanding shares of Class B Common Stock represents less than $10 \%$ of the aggregate combined number of outstanding shares of Class A Common Stock and Class B Common Stock or (iii) the seven-year anniversary of the closing date of the Issuer's initial public offering (subject to certain exceptions).
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.

