

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
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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shah Praful

(Last) (First) (Middle)

C/O RINGCENTRAL, INC., 1400
FASHION ISLAND BLVD, 7TH
FLOOR

(Street)

SAN MATEO, CA 94404

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

RingCentral Inc [RNG]

3. Date of Earliest Transaction
(Month/Day/Year)

03/11/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
SVP, Strategy

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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		
Class A Common Stock ⁽¹⁾	03/11/2014		C ⁽¹⁾		80,000	A	\$ 0	90,000	D
Class A Common Stock ⁽¹⁾	03/11/2014		S		80,000	D	\$ 20.4788	10,000	D
Class A Common Stock ⁽¹⁾	03/11/2014		C ⁽¹⁾		10,000	A	\$ 0	10,000	I
Class A	03/11/2014		S		10,000	D	\$	0	I
									By Trust ⁽²⁾
									By Trust

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Common Stock ⁽¹⁾					20.4788			⁽²⁾
Class A Common Stock ⁽¹⁾	03/11/2014	C ⁽¹⁾	10,000	A	\$ 0	10,000	I	By Trust ⁽²⁾
Class A Common Stock ⁽¹⁾	03/11/2014	S	10,000	D	\$ 20.4788	0	I	By Trust ⁽²⁾

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

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SEC 1474
(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 (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 Underlying Securities (Instr. 3 and 4)		8. P		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock ⁽¹⁾	⁽³⁾ ⁽⁴⁾	03/11/2014		C ⁽¹⁾		80,000		⁽³⁾ ⁽⁴⁾	⁽³⁾ ⁽⁴⁾	Class A Common Stock	80,000	
Class B Common Stock ⁽¹⁾	⁽³⁾ ⁽⁴⁾	03/11/2014		C ⁽¹⁾		10,000		⁽³⁾ ⁽⁴⁾	⁽³⁾ ⁽⁴⁾	Class A Common Stock	10,000	
Class B Common Stock ⁽¹⁾	⁽³⁾ ⁽⁴⁾	03/11/2014		C ⁽¹⁾		10,000		⁽³⁾ ⁽⁴⁾	⁽³⁾ ⁽⁴⁾	Class A Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Shah Praful C/O RINGCENTRAL, INC. 1400 FASHION ISLAND BLVD, 7TH FLOOR	SVP, Strategy

SAN MATEO, CA 94404

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for Praful
Shah

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(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) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock. The Reporting Person sold 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) Shares held in a trust for the benefit of the Reporting Person's children. The Reporting Person and his spouse are co-trustees of this trust.

(3) 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.

(4) 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 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.

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