

RingCentral Inc
Form 4
November 09, 2015

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 *
Shmunis Vladimir

(Last) (First) (Middle)

C/O RINGCENTRAL, INC., 20
DAVIS DRIVE

(Street)

BELMONT, CA 94002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RingCentral Inc [RNG]

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CEO & Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	11/05/2015		C ⁽¹⁾	72,174	A \$ 0	133,410	D
Class A Common Stock	11/05/2015		S ⁽²⁾	72,174	D \$ 21.36 (3)	61,236	D
Class A Common Stock	11/05/2015		S ⁽²⁾	144,347	D \$ 21.36 (3)	2,319	I By ELCA Fund I, L.P. (4)
Class A Common	11/06/2015		C ⁽¹⁾	71,355	A \$ 0 (5)	132,591	D

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Stock								
Class A Common Stock	11/06/2015	S ⁽²⁾	71,355	D	\$ 20.59 (5)	61,236	D	
Class A Common Stock	11/06/2015	C ⁽¹⁾	140,393	A	\$ 0	142,712	I	By ELCA Fund I, L.P. ⁽⁴⁾
Class A Common Stock	11/06/2015	S ⁽²⁾	142,712	D	\$ 20.59 (5)	0	I	By ELCA Fund I, L.P. ⁽⁴⁾
Class A Common Stock	11/09/2015	C ⁽¹⁾	4,654	A	\$ 0	65,890	D	
Class A Common Stock	11/09/2015	S ⁽²⁾	4,654	D	\$ 21 (6)	61,236	D	
Class A Common Stock	11/09/2015	C ⁽¹⁾	9,308	A	\$ 0	9,308	I	By ELCA Fund I, L.P. ⁽⁴⁾
Class A Common Stock	11/09/2015	S ⁽²⁾	9,308	D	\$ 21 (6)	0	I	By ELCA Fund I, L.P. ⁽⁴⁾

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 (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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 1.1	11/05/2015		M			72,174	<u>(7)</u>	01/18/2020	Class B Common Stock	72,174
Class B Common	<u>(8)</u>	11/05/2015		M		72,174		<u>(8)</u>	<u>(8)</u>	Class A Common	72,174

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Stock								Stock	
Class B Common Stock	<u>(8)</u>	11/05/2015	<u>C(1)</u>	72,174	<u>(8)</u>	<u>(8)</u>		Class A Common Stock	72
Stock Option (right to buy)	\$ 1.1	11/06/2015	M	71,355	<u>(7)</u>	01/18/2020		Class B Common	71
Class B Common Stock	<u>(8)</u>	11/06/2015	M	71,355	<u>(8)</u>	<u>(8)</u>		Class A Common	71
Class B Common Stock	<u>(8)</u>	11/06/2015	<u>C(1)</u>	71,355	<u>(8)</u>	<u>(8)</u>		Class A Common	71
Class B Common Stock	<u>(8)</u>	11/06/2015	<u>C(1)</u>	140,393	<u>(8)</u>	<u>(8)</u>		Class A Common	140
Class B Common Stock	\$ 1.1	11/09/2015	M	4,654	<u>(7)</u>	01/18/2020		Class A Common Stock	4,
Class B Common Stock	<u>(8)</u>	11/09/2015	M	4,654	<u>(8)</u>	<u>(8)</u>		Class A Common Stock	4,
Class B Common Stock	<u>(8)</u>	11/09/2015	<u>C(1)</u>	4,654	<u>(8)</u>	<u>(8)</u>		Class A Common Stock	4,
Class B Common Stock	<u>(8)</u>	11/09/2015	<u>C(1)</u>	9,308	<u>(8)</u>	<u>(8)</u>		Class A Common Stock	9,
Class B Common Stock	<u>(8)</u>				<u>(8)</u>	<u>(8)</u>		Class A Common Stock	360
Class B Common Stock	<u>(8)</u>				<u>(8)</u>	<u>(8)</u>		Class A Common Stock	360
Class B Common Stock	<u>(8)</u>				<u>(8)</u>	<u>(8)</u>		Class A Common Stock	1
Class B Common	<u>(8)</u>				<u>(8)</u>	<u>(8)</u>		Class A Common	330

Stock

Stock

Class B
Common
Stock

(8)

(8)

(8)

Class A
Common
Stock

330

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shmunis Vladimir C/O RINGCENTRAL, INC. 20 DAVIS DRIVE BELMONT, CA 94002	X	X	CEO & Chairman	
Shmunis Sandra C/O RINGCENTRAL, INC. 20 DAVIS DRIVE BELMONT, CA 94002		X		
ELCA Fund I, LP C/O RINGCENTRAL, INC. 20 DAVIS DRIVE BELMONT, CA 94002		X		
ELCA, LLC C/O RINGCENTRAL, INC. 20 DAVIS DRIVE BELMONT, CA 94002		X		
ELCA Fund II, LP C/O RINGCENTRAL, INC. 20 DAVIS DRIVE BELMONT, CA 94002		X		
ELCA Fund III, LP C/O RINGCENTRAL, INC. 20 DAVIS DRIVE BELMONT, CA 94002		X		

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for Vladimir Shmunis

11/09/2015

__Signature of Reporting Person

Date

/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis

11/09/2015

__Signature of Reporting Person

Date

/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC, the General Partners of ELCA Fund I, L.P.

11/09/2015

__Signature of Reporting Person

Date

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/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC

11/09/2015

__Signature of Reporting Person

Date

/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC, the General Partner of ELCA Fund II, L.P.

11/09/2015

__Signature of Reporting Person

Date

/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC, the General Partner of ELCA Fund III, L.P.

11/09/2015

__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.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 12, 2015.

Reflects weighted average sale price. Actual sale prices ranged from \$21.07 to \$21.86 on November 5, 2015. Reporting Person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (3) Vladimir Shmunis and Sandra Shmunis are the managing members of ELCA, LLC. ELCA, LLC is the general partner of ELCA Fund I, L.P., ELCA Fund II, L.P., and ELCA Fund III, L.P. By virtue of this relationship, Mr. Shmunis and Mrs. Shmunis may be deemed to share voting and dispositive power with respect to the shares held by ELCA Fund I, L.P., ELCA Fund II, L.P., and ELCA Fund III, L.P. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (4) Reflects weighted average sale price. Actual sale prices ranged from \$20.37 to \$21.15 on November 6, 2015. Reporting Person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (5) Reflects weighted average sale price. Actual sale prices ranged from \$21.00 to \$21.01 on November 9, 2015. Reporting Person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (6) Options are fully vested and exercisable.
- (7) 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 of such share (subject to certain exceptions), or (ii) the occurrence of certain other specific instances, including the vote of the holders of the Class B Common Stock, as set forth in the issuer's Amended and Restated Certificate of Incorporation.
- (8) Includes shares directly held by reporting person's spouse.
- (9) Reflects a reallocation of shares of Class B Common Stock from grantor retained annuity trust of reporting person to reporting person.
- (10) These shares are held by a grantor retained annuity trust for the benefit of Mrs. Shmunis as annuitant. Mr. Shmunis and Mrs. Shmunis are co-trustees of the trust, and may be deemed to share voting and dispositive power with respect to the shares.
- (11) These shares are held by a grantor retained annuity trust for the benefit of Mr. Shmunis as annuitant. Mr. Shmunis and Mrs. Shmunis are co-trustees of the trust, and may be deemed to share voting and dispositive power with respect to the shares.
- (12)

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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