

RingCentral Inc
Form 4
November 25, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Marlow John H

(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)
11/24/2015

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 below) ____ Other (specify
below)

SVP & General Counsel

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 | 11/24/2015 | | C ⁽¹⁾ | | 10,000 | A | \$ 0 | 52,639 | D |
| Class A Common Stock | 11/24/2015 | | S ⁽²⁾ | | 10,000 | D | \$ 22.67 | 42,639 | D |
| Class A Common Stock | 11/25/2015 | | C ⁽¹⁾ | | 7,885 | A | \$ 0 | 50,524 | D |
| Class A Common | 11/25/2015 | | S ⁽²⁾ | | 7,885 | D | \$ 23 | 42,639 | D |

Stock

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 Securities (Instr. 3 and 4) | | | | |
|---|--|---|---|--------------------------------------|--|--|--|---------------------|--------------------|----------------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock options (right to buy) | \$ 0.99 | 11/24/2015 | | M | | | 10,000 | (3) | 04/16/2018 | Class B Common Stock | 10,000 |
| Class B Common Stock | (4) | 11/24/2015 | | M | | 10,000 | | (4) | (4) | Class A Common Stock | 10,000 |
| Class B Common Stock | (4) | 11/24/2015 | | C(1) | | | 10,000 | (4) | (4) | Class A Common Stock | 10,000 |
| Stock options (right to buy) | \$ 0.99 | 11/25/2015 | | M | | | 3,239 | (3) | 04/16/2018 | Class B Common Stock | 3,239 |
| Class B Common Stock | (4) | 11/25/2015 | | M | | 3,239 | | (4) | (4) | Class A Common Stock | 3,239 |
| Class B Common Stock | (4) | 11/25/2015 | | C(1) | | | 3,239 | (4) | (4) | Class A Common Stock | 3,239 |
| Stock options (right to buy) | \$ 0.99 | 11/25/2015 | | M | | | 4,646 | (5) | 02/13/2019 | Class B Common Stock | 4,646 |
| Class B Common | (4) | 11/25/2015 | | M | | 4,646 | | (4) | (4) | Class A Common | 4,646 |

Stock

Stock

Class B

Class A

Common

(4)

11/25/2015

C(1)

4,646

(4)

(4)

Common

4,646

Stock

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marlow John H C/O RINGCENTRAL, INC. 20 DAVIS DRIVE BELMONT, CA 94002 | | | SVP & General Counsel | |

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for John H.
Marlow

11/25/2015

__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 June 15, 2015.
- (3) 25% of the shares subject to the option vested on 4/16/2009, and 1/48th of the shares vested each month thereafter over the following 36 months.
- 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
- (4) 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.
- (5) 25% of the shares subject to the option vested on 2/13/2010, and 1/48th of the shares vested each month thereafter over the following 36 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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