

RingCentral Inc
Form 4
December 14, 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 *
HOSEIN CLYDE

(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)
12/10/2015

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 _____ Other (specify
below) below)
EVP and CFO

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/10/2015		C ⁽¹⁾	50,000 A	\$ 0 90,201	D	
Class A Common Stock	12/10/2015		S	50,000 D	\$ 24.68 ⁽²⁾ 40,201	D	
Class A Common Stock	12/11/2015		C ⁽¹⁾	26,897 A	\$ 0 67,098	D	
Class A Common	12/11/2015		S	26,897 D	\$ 24.63 40,201	D	

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Stock					(3)		
Class A Common Stock	12/14/2015		C(1)	5,785	A	\$ 0 45,986	D
Class A Common Stock	12/14/2015		S	5,785	D	\$ 24.43 40,201	D

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 Option (right to buy)	\$ 12.86	12/10/2015		M		50,000		<u>(5)</u>	08/22/2023	Class B Common Stock	50,000
Class B Common Stock	<u>(7)</u>	12/10/2015		M		50,000		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	50,000
Class B Common Stock	<u>(7)</u>	12/10/2015		<u>C(1)</u>		50,000		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	50,000
Stock Option (right to buy)	\$ 12.86	12/11/2015		M		26,897		<u>(5)</u>	08/22/2023	Class B Common Stock	26,897
Class B Common Stock	<u>(7)</u>	12/11/2015		M		26,897		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	26,897
Class B Common Stock	<u>(7)</u>	12/11/2015		<u>C(1)</u>		26,897		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	26,897

Stock Option (right to buy)	\$ 12.86	12/14/2015	M	5,785	(5)	08/22/2023	Class B Common Stock	5,785
Class B Common Stock	(7)	12/14/2015	M	5,785	(7)	(7)	Class A Common Stock	5,785
Class B Common Stock	(7)	12/14/2015	C(1)	5,785	(7)	(7)	Class A Common Stock	5,785

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOSEIN CLYDE C/O RINGCENTRAL, INC. 20 DAVIS DRIVE BELMONT, CA 94002			EVP and CFO	

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for Clyde Hosein 12/14/2015

__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.

Reflects weighted average sale price. Actual sale prices ranged from \$24.60 to \$24.73 on December 10, 2015. Reporting Person

(2) 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.

Reflects weighted average sale price. Actual sale prices ranged from \$24.60 to \$24.74 on December 11, 2015. Reporting Person

(3) 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.

Reflects weighted average sale price. Actual sale prices ranged from \$24.40 to \$24.45 on December 14, 2015. Reporting Person

(4) 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) The option was immediately exercisable on date of grant. 25% of the shares subject to the option vested on 8/15/2014, and 1/48th of the shares vest each month thereafter over the following 36 months.

Reflects an reduction of 4,212 options that were incorrectly reported as having been exercised pursuant to a different stock option grant effected on the same date with the same exercise price and sold on November 17, 2019, as reported on the Reporting Person's Form 4 dated November 19, 2015.

(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.

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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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