Marlow John H
Form 4
February 28, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
02/27/2019

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, CAO & 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	02/27/2019		S[(1)]		10,887	D	$ 105.15 [(2)]	121,245	D	
Class A Common Stock	02/27/2019		S[(1)]		8,387	D	$ 105.64 [(3)]	112,858	D	
Class A Common Stock	02/28/2019		C[(4)]		2,101	A	$ 0	114,959	D	
Class A Common	02/28/2019		S[(1)]		7,218	D	$ 105.16	107,741	D	

Stock						(5)			
Class A Common Stock	02/28/2019		S(1)	6,282	D	$ 105.71 (6)	101,459	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	$ 2.73	02/28/2019		M			2,101	(7)	03/02/2022	Class B Common Stock	2,101
Class B Common Stock	(8)	02/28/2019		M		2,101		(8)	(8)	Class A Common Stock	2,101
Class B Common Stock	(8)	02/28/2019		C(4)			2,101	(8)	(8)	Class A Common Stock	2,101
Class B Common Stock	(8)							(8)	(8)	Class A Common Stock	12,500
Class B Common Stock	(8)							(8)	(8)	Class A Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				SVP, CAO & General Counsel

Marlow John H
C/O RINGCENTRAL, INC.
20 DAVIS DRIVE
BELMONT, CA 94002

Signatures

/s/ Bruce Johnson as Attorney-in-fact for John Marlow	02/28/2019
**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 14, 2017.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $104.55 to $105.53, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (5)and (6) to this Form 4.

(3) The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from $105.55 to $105.88, inclusive.

(4) Each Share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.

(5) The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from $104.45 to $105.44, inclusive.

(6) The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from $105.45 to $106.11, inclusive.

(7) Options were fully vested and exercisable.

(8) 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.

(9) 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.

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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