

RingCentral Inc
Form 4
March 13, 2014

FORM 4

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

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).

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

(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
 Officer (give title below) Other (specify below)
SVP, Strategy

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)	
				(A) or (D)	Price			
				Code	V	Amount		
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 Common Stock ⁽¹⁾	03/11/2014		S	10,000	D	\$ 0	0	I

By Trust ⁽²⁾

By Trust

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

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