

RingCentral Inc
Form 4
September 30, 2013

FORM 4

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

OMB APPROVAL

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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 *
Shmunis Vladimir

(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)

09/26/2013

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 and 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock ⁽¹⁾	09/26/2013		J ⁽¹⁾		8,346,231	D	<u>(1)</u> 0	By ELCA Fund I, LP ⁽²⁾
Common Stock ⁽¹⁾	09/26/2013		J ⁽¹⁾		410,000	D	<u>(1)</u> 0	By ELCA Fund II, LP ⁽²⁾
Common Stock ⁽¹⁾	09/26/2013		J ⁽¹⁾		410,000	D	<u>(1)</u> 0	By ELCA Fund III, LP ⁽²⁾
Common	09/26/2013		J ⁽¹⁾		111	D	<u>(1)</u> 0	By

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Stock ⁽¹⁾

ELCA,
LLC ⁽²⁾

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underlying (Instr. 3)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Class B Common Stock ⁽¹⁾	<u>(3)</u> <u>(4)</u>	09/26/2013		<u>J</u> ⁽¹⁾		8,346,231		<u>(3)</u> <u>(4)</u>	<u>(3)</u> <u>(4)</u>	Class B Common Stock
Class B Common Stock ⁽¹⁾	<u>(3)</u> <u>(4)</u>	09/26/2013		<u>J</u> ⁽¹⁾		410,000		<u>(3)</u> <u>(4)</u>	<u>(3)</u> <u>(4)</u>	Class B Common Stock
Class B Common Stock ⁽¹⁾	<u>(3)</u> <u>(4)</u>	09/26/2013		<u>J</u> ⁽¹⁾		410,000		<u>(3)</u> <u>(4)</u>	<u>(3)</u> <u>(4)</u>	Class B Common Stock
Class B Common Stock ⁽¹⁾	<u>(3)</u> <u>(4)</u>	09/26/2013		<u>J</u> ⁽¹⁾		111		<u>(3)</u> <u>(4)</u>	<u>(3)</u> <u>(4)</u>	Class B Common Stock
Stock Option (Right to Buy)	\$ 1.1	09/26/2013		<u>J</u> ⁽⁵⁾		1,000,000		<u>(6)</u>	01/19/2020	Common Stock
Stock Option (Right to Buy)	\$ 1.1	09/26/2013		<u>J</u> ⁽⁵⁾		1,000,000		<u>(6)</u>	01/19/2020	Class B Common Stock
Stock Option (Right to Buy)	\$ 6.78	09/26/2013		<u>J</u> ⁽⁵⁾		890,000		01/31/2013 ⁽⁷⁾	09/26/2022	Common Stock

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of Class A Common Stock upon (i) any transfer of such share (subject to certain exceptions), or (ii) the death of a natural person holding such share.

- In addition, each share of Class B Common Stock outstanding will convert automatically into one share of Class A Common stock upon
- (4) (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).
 - (5) Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock underlying the reported option automatically converted into one share of Class B Common Stock on September 26, 2013.
 - (6) 25% of the shares subject to the option vested on each of 1/1/2011, 1/1/2012 and 1/1/2013, and the remaining 25% of the shares vest on 1/1/2014.
 - (7) The option was immediately exercisable on date of grant. 1/36th of the shares subject to the option vested on 1/31/2013, and 1/36th of the shares vest each month thereafter over the following 35 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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