

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 *
Khosla Ventures II, L.P.

2. Issuer Name and Ticker or Trading Symbol
RingCentral Inc [RNG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2128 SAND HILL ROAD,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2014

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

MENLO PARK, CA 94025

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 ⁽¹⁾	03/11/2014		C ⁽¹⁾		275,000	A	\$ 0 ⁽¹⁾
					275,000		
Class A Common Stock ⁽¹⁾	03/11/2014		S		275,000	D	\$ 21.5 0 ⁽¹⁾

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

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SEC 1474 (9-02)

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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
Class B Common Stock	(3)	03/11/2014		C(1)	275,000	(3)	(3)	Class A Common Stock	275,000
Class B Common Stock	(3)					(3)	(3)	Class A Common Stock	8,456,181
Class B Common Stock	(3)					(3)	(3)	Class A Common Stock	109,653

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khosla Ventures II, L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Khosla Ventures Associates II, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
VK Services, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
KHOSLA VINOD C/O KHOSLA VENTURES 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		

Signatures

/s/ Kimberly Totah, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates II, LLC, in its capacity as general partner of Khosla Ventures II, L.P.

03/13/2014

__Signature of Reporting Person

Date

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/s/ Kimberly Totah, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates II, LLC	03/13/2014
**Signature of Reporting Person	Date
/s/ Kimberly Totah, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC	03/13/2014
**Signature of Reporting Person	Date
/s/ Kimberly Totah, as attorney in fact for Vinod Khosla	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) Consists of Distributed Securities (as defined in Footnote 2) sold by David Weiden (a director of the Issuer) and Samir Kaul in connection with an offering of Class A Common Stock of the Issuer, which closed on March 11, 2014. Pursuant to a conversion exempt under Rule 16b-6(b), each share of Class B Common Stock converted into one share of Class A Common Stock on March 11, 2014.
- (2) Consists of securities that were originally purchased by KV II and then distributed by KV II to KVA II, which in turn distributed such securities to members and affiliates of members of KVA II (the "Distributed Securities"). KVA II continues to possess voting and investment control over the Distributed Securities. Each of KVA II, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such shares, and each of KVA II, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such shares. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- (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 of such shares (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 (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).
- (4) Consists of securities held of record by Khosla Ventures II, L.P. ("KV II"). Each of (i) Khosla Ventures Associates II, LLC ("KVA II"), which is the general partner of KV II, (ii) VK Services, LLC ("VK Services"), which is the manager of KVA II, and (iii) Vinod Khosla, who is the managing member of VK Services, may be deemed to possess voting and investment control over such shares, and each of KVA II, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such shares. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- (5) Consists of securities held of record by VK Services. Vinod Khosla may be deemed to possess voting and investment control over such shares, and Vinod Khosla may be deemed to have indirect beneficial ownership of such shares. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.