

RingCentral Inc
 Form 4
 November 09, 2015

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 *
THEIS ROBERT I

(Last) (First) (Middle)

C/O SCALE VENTURE PARTNERS, 950 TOWER LANE, SUITE 700

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2015

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 below) Other (specify below)

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	11/05/2015		M	(A) 6,730 (1)	\$ 13 6,730	I	See footnote (1)
Class A Common Stock	11/05/2015		M	(A) 38,209 (1)	\$ 12.3 44,939	I	See footnote (1)
Class A Common Stock	11/05/2015		S	(D) 44,939 (1)	\$ 21.2837 0 (2)	I	See footnote (1)
Class A					11,554	I	See

Common
Stock

footnote
(3)

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13	11/05/2015		M	6,730	⁽⁴⁾ 09/26/2020	Class A Common Stock	6,730
Stock Option (Right to Buy)	\$ 12.3	11/05/2015		M	38,209	⁽⁴⁾ 05/15/2021	Class A Common Stock	38,209

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THEIS ROBERT I C/O SCALE VENTURE PARTNERS 950 TOWER LANE, SUITE 700 FOSTER CITY, CA 94404	X			

Signatures

/s/ Robert Theis 11/09/2015

**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).

- Pursuant to the policies of Scale Venture Partners III, LP ("Scale Partners") and Scale Venture Management III, LLC ("Scale Management III") and Scale Management LLC ("Scale Management") the Reporting Person is deemed to hold the reported security for the benefit of Scale Management. The stock options were exercised and the underlying shares of Class A Common Stock were sold at the direction of Scale Partners and Scale Management III. Scale Management may be deemed the indirect beneficial owner of the reported securities. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (1) The shares were sold at prices ranging between \$21.22 and \$21.445. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (2) The Reporting Person is deemed to hold the reported security for the benefit of Scale Management. Scale Management may be deemed the indirect beneficial owner of the reported securities. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 - (3) Fully vested.
 - (4)

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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