

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 *
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)
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)
CEO & 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock ⁽¹⁾	03/11/2014		C ⁽¹⁾		200,000	A	\$ 0
Class A Common Stock ⁽¹⁾	03/11/2014		S		200,000	D	\$ 20.4788
Class A Common Stock ⁽¹⁾	03/11/2014		C ⁽¹⁾		400,000	A	\$ 0

By
ELCA
Fund I,
LP ⁽²⁾

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Class A Common Stock <u>(1)</u>	03/11/2014	S	400,000	D	\$ 20.4788	0	I	By ELCA Fund I, LP <u>(2)</u>
Class A Common Stock <u>(1)</u>	03/11/2014	C <u>(1)</u>	10,000	A	\$ 0	10,000	I	By ELCA Fund II, LP <u>(2)</u>
Class A Common Stock <u>(1)</u>	03/11/2014	S	10,000	D	\$ 20.4788	0	I	By ELCA Fund II, LP <u>(2)</u>
Class A Common Stock <u>(1)</u>	03/11/2014	C <u>(1)</u>	10,000	A	\$ 0	10,000	I	By ELCA Fund III, LP <u>(2)</u>
Class A Common Stock <u>(1)</u>	03/11/2014	S	10,000	D	\$ 20.4788	0	I	By ELCA Fund III, LP <u>(2)</u>

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (Right to Buy)	\$ 1.1	03/11/2014		M	200,000	<u>(3)</u> 01/18/2020	Class B Common Stock
Class B Common Stock	<u>(4)</u> <u>(5)</u>	03/11/2014		M	200,000	<u>(4)</u> <u>(5)</u> <u>(4)</u> <u>(5)</u>	Class A Common Stock
Class B Common	<u>(4)</u> <u>(5)</u>	03/11/2014		C <u>(1)</u>	200,000	<u>(4)</u> <u>(5)</u> <u>(4)</u> <u>(5)</u>	Class A Common

Stock ⁽¹⁾								Stock
Class B Common Stock ⁽¹⁾	<u>(4)</u> <u>(5)</u>	03/11/2014	<u>C</u> ⁽¹⁾	400,000	<u>(4)</u> <u>(5)</u>	<u>(4)</u> <u>(5)</u>		Class A Common Stock 40
Class B Common Stock ⁽¹⁾	<u>(4)</u> <u>(5)</u>	03/11/2014	<u>C</u> ⁽¹⁾	10,000	<u>(4)</u> <u>(5)</u>	<u>(4)</u> <u>(5)</u>		Class A Common Stock 1
Class B Common Stock ⁽¹⁾	<u>(4)</u> <u>(5)</u>	03/11/2014	<u>C</u> ⁽¹⁾	10,000	<u>(4)</u> <u>(5)</u>	<u>(4)</u> <u>(5)</u>		Class A Common Stock 1
Class B Common Stock	<u>(4)</u> <u>(5)</u>				<u>(4)</u> <u>(5)</u>	<u>(4)</u> <u>(5)</u>		Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shmunis Vladimir C/O RINGCENTRAL, INC. 1400 FASHION ISLAND BLVD, 7TH FLOOR SAN MATEO, CA 94404	X	X	CEO & Chairman	
Shmunis Sandra C/O RINGCENTRAL, INC 1400 FASHION ISLAND BLVD, 7TH FLOOR SAN MATEO, CA 94404		X		
ELCA, LLC C/O RINGCENTRAL, INC. 1400 FASHION ISLAND BLVD, 7TH FLOOR SAN MATEO, CA 94404		X		
ELCA Fund I, LP C/O RINGCENTRAL, INC. 1400 FASHION ISLAND BLVD, 7TH FLOOR SAN MATEO, CA 94404		X		
ELCA Fund II, LP C/O RINGCENTRAL, INC. 1400 FASHION ISLAND BLVD, 7TH FLOOR				Affiliated with ELCA, LLC

SAN MATEO, CA 94404

ELCA Fund III, LP
 C/O RINGCENTRAL, INC.
 1400 FASHION ISLAND BLVD, 7TH
 FLOOR
 SAN MATEO, CA 94404

Affiliated with ELCA,
 LLC

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for Vladimir Shmunis	03/13/2014
__Signature of Reporting Person	Date
/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis	03/13/2014
__Signature of Reporting Person	Date
/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC	03/13/2014
__Signature of Reporting Person	Date
/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC, the General Partner of ELCA Fund I, L.P.	03/13/2014
__Signature of Reporting Person	Date
/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC, the General Partner of ELCA Fund II, L.P.	03/13/2014
__Signature of Reporting Person	Date
/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC, the General Partner of ELCA Fund III, L.P.	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 Persons sold shares to the Underwriters in connection with the sale of shares of Class A Common Stock by the Reporting Persons in the Issuer's public offering.
- (2) Vladimir Shmunis and Sandra Shmunis are the managing members of ELCA, LLC. ELCA, LLC is the general partner of ELCA Fund I, L.P., ELCA Fund II, L.P. and ELCA Fund III, L.P. By virtue of these relationships, Mr. Shmunis and Mrs. Shmunis may be deemed to share voting and dispositive power with respect to the shares held by ELCA Fund I, L.P., ELCA Fund II, L.P. and ELCA Fund III, L.P. Each of the Reporting Persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (3) 25% of the shares subject to the option vested on each of 1/1/2011, 1/1/2012, 1/1/2013 and 1/1/2014.
- (4) Each share of Class B Common 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 shares 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 death of a natural person holding such share.
- (5) 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).

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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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