

RingCentral Inc
Form SC 13G
February 12, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES
13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)**

(Amendment No.)

RINGCENTRAL, INC.

(Name of Issuer)

CLASS A COMMON STOCK

(Title of Class of Securities)

76680R206

(CUSIP Number)

12/31/13

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Continued on following pages)

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1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL XII, L.P. (SC XII)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-5005647

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 8,032,857 ¹
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 8,032,857 ¹
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,032,857 ¹

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

48.2%

12 TYPE OF REPORTING PERSON

PN

1 Represents shares of the Issuer's Class B common stock. Each share of the Issuer's Class B common stock is entitled to ten votes per share and is convertible at any time into one share of the Issuer's Class A common stock.

1 NAME OF REPORTING PERSON

SEQUOIA TECHNOLOGY PARTNERS XII, L.P. (STP XII)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-5565282

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 300,577 ¹
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 300,577 ¹
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

300,577 ¹

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.4%

12 TYPE OF REPORTING PERSON

PN

1 Represents shares of the Issuer's Class B common stock. Each share of the Issuer's Class B common stock is entitled to ten votes per share and is convertible at any time into one share of the Issuer's Class A common stock.

1 NAME OF REPORTING PERSON

SEQUOIA CAPITAL XII PRINCIPALS FUND LLC (SC XII PF)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-8738686

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 858,529 ¹
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

858,529 ¹
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

858,529 ¹

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.1%

12 TYPE OF REPORTING PERSON

OO

1 Represents shares of the Issuer's Class B common stock. Each share of the Issuer's Class B common stock is entitled to ten votes per share and is convertible at any time into one share of the Issuer's Class A common stock.

1 NAME OF REPORTING PERSON

SC XII MANAGEMENT, LLC (SC XII LLC)

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

20-5005544

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NUMBER OF 0
6 SHARED VOTING POWER
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,191,963 shares of which 8,032,857 shares are directly held by SC XII, 300,577 shares are directly held by STP XII and 858,529 shares are directly held by SC XII PF. SC XII LLC is the General Partner of each of SC XII and STP XII, and the Managing Member of SC XII PF. ¹

7 SOLE DISPOSITIVE POWER

REPORTING PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,191,963 shares of which 8,032,857 shares are directly held by SC XII, 300,577 shares are directly held by STP XII and 858,529 shares are directly held by SC XII PF. SC XII LLC is the General Partner of each of SC XII and STP XII, and the Managing Member of SC XII PF. ¹

10 9,191,963 ¹
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 51.6%
TYPE OF REPORTING PERSON

OO

1 Represents shares of the Issuer's Class B common stock. Each share of the Issuer's Class B common stock is entitled to ten votes per share and is convertible at any time into one share of the Issuer's Class A common stock.

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ITEM 1.

(a) Name of Issuer: RingCentral, Inc.

(b) Address of Issuer's Principal Executive Offices:
1400 Fashion Island Blvd., Suite 700

San Mateo, CA 94404

ITEM 2.

(a) Name of Persons Filing:
Sequoia Capital XII, L.P.

Sequoia Technology Partners XII, L.P.

Sequoia Capital XII Principals Fund, LLC

SC XII Management, LLC

SC XII LLC is the General Partner of each of SC XII and STP XII, and the Managing Member of SC XII PF.

(b) Address of Principal Business Office or, if none, Residence:
3000 Sand Hill Road, 4-250

Menlo Park, CA 94025

(c) Citizenship:
SC XII LLC, SC XII, STP XII, SC XII PF: Delaware

(d) Title of Class of Securities: Class A Common Stock

(e) CUSIP Number: 76680R206

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ITEM 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
NOT APPLICABLE

ITEM 4. Ownership

SEE ROWS 5 THROUGH 11 OF COVER PAGES

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. "

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL
PERSON
NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP
NOT APPLICABLE

ITEM 10. CERTIFICATION
NOT APPLICABLE

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2014

Sequoia Capital XII, L.P.
Sequoia Technology Partners XII, L.P.

By: SC XII Management, LLC
General Partner of each

By: /s/ Douglas Leone
Douglas Leone, Managing Member

Sequoia Capital XII Principals Fund, LLC

By: SC XII Management, LLC
its Managing Member

By: /s/ Douglas Leone
Douglas Leone, Managing Member

SC XII Management, LLC

By: /s/ Douglas Leone
Douglas Leone, Managing Member

EXHIBIT 1

AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that the Schedule 13G relating to the Class A common stock of RingCentral, Inc., and any further amendments thereto, to which this Agreement as to Joint Filing of Schedule 13G is attached as an exhibit is filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: February 12, 2014

Sequoia Capital XII, L.P.
Sequoia Technology Partners XII, L.P.

By: SC XII Management, LLC
General Partner of each

By: /s/ Douglas Leone
Douglas Leone, Managing Member

Sequoia Capital XII Principals Fund, LLC

By: SC XII Management, LLC
its Managing Member

By: /s/ Douglas Leone
Douglas Leone, Managing Member

SC XII Management, LLC

By: /s/ Douglas Leone
Douglas Leone, Managing Member