

RingCentral Inc
Form 4
February 12, 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 *
Sipes David

(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)
02/10/2015

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)
EVP of International Business

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 02/10/2015 | | C ⁽¹⁾ | 20,865 | A \$ 0 | 149,662 | D |
| Class A Common Stock | 02/10/2015 | | S | 20,865 | D \$ 16.09 | 128,797 | D |
| Class A Common Stock | 02/11/2015 | | S | 30,000 | D \$ 16.02 | 98,797 | D |

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

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(9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--------|-----|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Stock Option (right to buy) | \$ 0.99 | 02/10/2015 | | M | | 10,865 | | (4) | 07/22/2018 | Class B Common Stock | 10,865 |
| Class B Common Stock | (1) | 02/10/2015 | | M | 10,865 | | | (1) | (1) | Class A Common Stock | 10,865 |
| Stock Option (Right to Buy) | \$ 0.99 | 02/10/2015 | | M | | 10,000 | | (5) | 04/24/2019 | Class A Common Stock | 10,000 |
| Class B Common Stock | (1) | 02/10/2015 | | M | 10,000 | | | (1) | (1) | Class A Common Stock | 10,000 |
| Class B Common Stock | (1) | 02/10/2015 | | C(1) | | 20,865 | | (1) | (1) | Class A Common Stock | 20,865 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sipes David C/O RINGCENTRAL, INC. 1400 FASHION ISLAND BLVD, 7TH FLOOR SAN MATEO, CA 94404 | | | EVP of International Business | |

Signatures

/s/ Bruce Johnson, Attorney-in-fact for David
Sipes

02/12/2015

__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).

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 the reporting person will convert automatically into one

- (1) share of Class A Common Stock upon (i) any transfer of such share (subject to certain exceptions), or (ii) the occurrence of certain other specific instances, including the vote of the holders of the Class B Common Stock, as set forth in the issuer's Amended and Restated Certificate of Incorporation.

- (2) Reflects weighted average sale price. Actual sale prices ranged from \$15.98 to \$16.21 on February 10, 2015. Reporting Person undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased or sold at each separate price.

- (3) Reflects weighted average sale price. Actual sale prices ranged from \$16.00 to \$16.25 on February 11, 2015. Reporting Person undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased or sold at each separate price.

- (4) The option to purchase 325,000 shares was granted on 7/22/2008 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. 25% of the shares subject to the option vested on 6/25/2009, and 1/48th of the shares vested each month thereafter over the following 36 months.

- (5) The option to purchase 112,578 shares was granted on 4/29/2009 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. 25% of the shares subject to the option vested on 4/24/2009, and 1/48th of the shares vested each month thereafter over the following 36 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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