

RingCentral Inc
Form 4
November 13, 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 *
Shmunis Vladimir

(Last) (First) (Middle)
C/O RINGCENTRAL, INC., 20
DAVIS DRIVE
(Street)

BELMONT, CA 94002

(City) (State) (Zip)

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

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

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)
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 or Price (A) or (D) | | | | |
| Class A Common Stock | 11/11/2015 | | C ⁽¹⁾ | | 10,230 | A | \$ 0 71,466 | D | |
| Class A Common Stock | 11/11/2015 | | S ⁽²⁾ | | 10,230 | D | \$ 21.02 61,236 | D | |
| Class A Common Stock | 11/11/2015 | | C ⁽¹⁾ | | 20,459 | A | \$ 0 20,459 | I | By ELCA Fund I, L.P. ⁽⁴⁾ |
| Class A Common | 11/11/2015 | | S ⁽²⁾ | | 20,459 | D | \$ 0 21.02 | I | By ELCA Fund I, |

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| Stock | | | | | (3) | | | L.P. (4) |
|----------------------|------------|--|------|--------|-----|--------------|--------|----------|
| Class A Common Stock | 11/12/2015 | | C(1) | 8,255 | A | \$ 0 | 69,491 | D |
| Class A Common Stock | 11/12/2015 | | S(2) | 8,255 | D | \$ 21.18 (5) | 61,236 | D |
| Class A Common Stock | 11/12/2015 | | C(1) | 16,506 | A | \$ 0 | 16,506 | I |
| Class A Common Stock | 11/12/2015 | | S(2) | 16,506 | D | \$ 21.18 (5) | 0 | I |

By ELCA Fund I, L.P. (4)
By ELCA Fund I, L.P. (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Stock Option (right to buy) | \$ 1.1 | 11/11/2015 | | M | | (6) | 01/18/2020 | Class B Common Stock | 10,230 |
| Class B Common Stock | (7) | 11/11/2015 | | M | 10,230 | (7) | (7) | Class A Common Stock | 10,230 |
| Class B Common Stock | (7) | 11/11/2015 | | C(1) | 10,230 | (7) | (7) | Class A Common Stock | 10,230 |
| Class B Common Stock | (7) | 11/11/2015 | | C(1) | 20,459 | (7) | (7) | Class A Common Stock | 140,230 |
| | \$ 1.1 | 11/12/2015 | | M | 8,255 | (6) | 01/18/2020 | | 8,255 |

| Stock Option (right to buy) | | | | | | | | | |
|-----------------------------|-----|------------|------|--------|-----|-----|----------------------|---------|--|
| Class B Common Stock | (7) | 11/12/2015 | M | 8,255 | (7) | (7) | Class A Common Stock | 8,255 | |
| Class B Common Stock | (7) | 11/12/2015 | C(1) | 8,255 | (7) | (7) | Class A Common Stock | 8,255 | |
| Class B Common Stock | (7) | 11/12/2015 | C(1) | 16,506 | (7) | (7) | Class A Common Stock | 16,506 | |
| Class B Common Stock | (7) | | | | (7) | (7) | Class A Common Stock | 360,000 | |
| Class B Common Stock | (7) | | | | (7) | (7) | Class A Common Stock | 360,000 | |
| Class B Common Stock | (7) | | | | (7) | (7) | Class A Common Stock | 11,000 | |
| Class B Common Stock | (7) | | | | (7) | (7) | Class A Common Stock | 330,000 | |
| Class B Common Stock | (7) | | | | (7) | (7) | Class A Common Stock | 330,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shmunis Vladimir C/O RINGCENTRAL, INC. 20 DAVIS DRIVE BELMONT, CA 94002 | X | X | CEO & Chairman | |
| Shmunis Sandra C/O RINGCENTRAL, INC. | | X | | |

20 DAVIS DRIVE
BELMONT, CA 94002

ELCA Fund I, LP
C/O RINGCENTRAL, INC.
20 DAVIS DRIVE
BELMONT, CA 94002

X

ELCA, LLC
C/O RINGCENTRAL, INC.
20 DAVIS DRIVE
BELMONT, CA 94002

X

ELCA Fund II, LP
C/O RINGCENTRAL, INC.
20 DAVIS DRIVE
BELMONT, CA 94002

X

ELCA Fund III, LP
C/O RINGCENTRAL, INC.
20 DAVIS DRIVE
BELMONT, CA 94002

X

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for Vladimir Shmunis

11/12/2015

__Signature of Reporting Person

Date

/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis

11/12/2015

__Signature of Reporting Person

Date

/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC, the General Partners of ELCA Fund I, L.P.

11/12/2015

__Signature of Reporting Person

Date

/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC

11/12/2015

__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.

11/12/2015

__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.

11/12/2015

__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).

(1) Each Share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 12, 2015.

(3)

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Reflects weighted average sale price. Actual sale prices ranged from \$21.00 to \$21.10 on November 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) 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 this relationship, 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.

- (5) Reflects weighted average sale price. Actual sale prices ranged from \$21.00 to \$21.46 on November 12, 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.

- (6) Options are fully vested and exercisable.

- (7) 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 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.

- (8) Reflects a reallocation of shares of Class B Common Stock from grantor retained annuity trust of reporting person to reporting person.

- (9) Includes shares directly held by reporting person's spouse.

- (10) These shares are held by a grantor retained annuity trust for the benefit of Mrs. Shmunis as annuitant. Mr. Shmunis and Mrs. Shmunis are co-trustees of the trust, and may be deemed to share voting and dispositive power with respect to the shares.

- (11) These shares are held by a grantor retained annuity trust for the benefit of Mr. Shmunis as annuitant. Mr. Shmunis and Mrs. Shmunis are co-trustees of the trust, and may be deemed to share voting and dispositive power with respect to the shares.

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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