

RingCentral Inc
 Form 4
 September 15, 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)
 07/23/2014

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date | 7. Title and Am Underlying Sec |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|--------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|--------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|----------------------|--|----------------------|-----------------|--------------------------------------|------------------|------------------|-----------------|-------|----------------------|---|
| | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | A | N |
| Class B Common Stock | (1) | 07/23/2014 | 07/23/2014 | G | | 2,000,000 | (1) | (1) | Class A Common Stock | 2 |
| Class B Common Stock | (1) | 07/23/2014 | 07/23/2014 | G | | 1,000,000 | (1) | (1) | Class A Common Stock | 1 |
| Class B Common Stock | (1) | 07/23/2014 | 07/23/2014 | G | | 1,000,000 | (1) | (1) | Class A Common Stock | 1 |
| Class B Common Stock | (1) | | | | | | (1) | (1) | Class A Common Stock | |
| Class B Common Stock | (1) | | | | | | (1) | (1) | Class A Common Stock | |
| Class B Common Stock | (1) | | | | | | (1) | (1) | 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

Signatures

| | |
|---|------------|
| /s/ Bruce P. Johnson, Attorney-in-fact for Vladimir Shmunis | 09/15/2014 |
| **Signature of Reporting Person | Date |
| /s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis | 09/15/2014 |
| **Signature of Reporting Person | Date |
| /s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC | 09/15/2014 |
| **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. | 09/15/2014 |
| **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).

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 including the transfer reported on this Form 4), 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.

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.

- (2) 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.

These shares were gifted by ELCA Fund I, L.P. to Mrs. Shmunis. Mrs. Shmunis simultaneously contributed these shares to a grantor

- (3) 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.

These shares were gifted by ELCA Fund I, L.P. to Mr. Shmunis. Mr. Shmunis simultaneously contributed these shares to a grantor

- (4) 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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