

RingCentral Inc
Form 4
August 25, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Makagon Kira

(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)

08/24/2016

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, Innovation

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 | 08/24/2016 | | C ⁽¹⁾ | | 20,000 | A | \$ 0 |
| Class A Common Stock | 08/24/2016 | | S | | 20,000 | D | \$ 22.53 |

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

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SEC 1474
(9-02)

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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) | \$ 6.78 | 08/24/2016 | | M | | (3) 08/02/2022 | Class B Common Stock 20,000 |
| Class B Common Stock | (4) | 08/24/2016 | | M | 20,000 | (4) (4) | Class A Common Stock 20,000 |
| Class B Common Stock | (4) | 08/24/2016 | | C(1) | 20,000 | (4) (4) | Class A Common Stock 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Makagon Kira C/O RINGCENTRAL, INC. 20 DAVIS DRIVE BELMONT, CA 94002 | | | EVP, Innovation | |

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for Kira Makagon
 **Signature of Reporting Person
 Date 08/25/2016

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.
Reflects weighted average sale price. Actual sale prices ranged from \$22.26 to \$22.82 on August 24, 2016. The Reporting Person
- (2) 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) The option was immediately exercisable on date of grant. 25% of the shares subject to the option vested on 8/01/2013, and 1/48th of the shares vest each month thereafter over the following 36 months.
- (4)

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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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.