

RingCentral Inc  
 Form 4  
 December 17, 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 \*  
 Marlow John H

(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)  
 12/15/2015

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)  
 SVP & General Counsel

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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	12/15/2015		C <sup>(1)</sup>		3,115 A \$ 0	45,754	D
Class A Common Stock	12/15/2015		S <sup>(2)</sup>		3,115 D \$ 24.56	42,639	D
Class A Common Stock	12/16/2015		C <sup>(1)</sup>		3,000 A \$ 0	45,639	D
Class A Common	12/16/2015		S <sup>(2)</sup>		3,000 D \$ 25.35	42,639	D

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Stock

(4)

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options (right to buy)	\$ 0.99	12/15/2015		M		3,115		<u>(5)</u>	02/13/2019	Class B Common Stock	3,115
Class B Common Stock	<u>(6)</u>	12/15/2015		M		3,115		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	3,115
Class B Common Stock	<u>(6)</u>	12/15/2015		<u>C(1)</u>		3,115		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	3,115
Stock options (right to buy)	\$ 0.99	12/16/2015		M		3,000		<u>(5)</u>	02/13/2019	Class B Common Stock	3,000
Class B Common Stock	<u>(6)</u>	12/16/2015		M		3,000		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	3,000
Class B Common Stock	<u>(6)</u>	12/16/2015		<u>C(1)</u>		3,000		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	3,000
Class B Common Stock	<u>(6)</u>							<u>(6)</u>	<u>(6)</u>	Class A Common Stock	12,500
Class B Common Stock	<u>(6)</u>							<u>(6)</u>	<u>(6)</u>	Class A Common Stock	12,500

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marlow John H C/O RINGCENTRAL, INC. 20 DAVIS DRIVE BELMONT, CA 94002			SVP & General Counsel	

# Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for John H. Marlow 12/17/2015

\_\_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 June 15, 2015.  
Reflects weighted average sale price. Actual sale prices ranged from \$24.50 to \$24.70 on December 15, 2015. Reporting Person
- (3) 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.  
Reflects weighted average sale price. Actual sale prices ranged from \$25.09 to \$25.62 on December 16, 2015. Reporting Person
- (4) 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.
- (5) 25% of the shares subject to the option vested on 2/13/2010, and 1/48th of the shares vested each month thereafter over the following 36 months.  
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
- (6) 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.
- (7) Reflects shares of Class B Common Stock held by M&M Double Happiness Revocable Living Trust dated 06/09/2003, as previously reported.
- (8) Shares held in a trust for the benefit of the Reporting Person's children. The Reporting Person and his spouse are co-trustees of this trust.

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.