

RingCentral Inc
Form 4
February 18, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Berman David Mark

(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)
02/17/2015

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)
President

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			
				Code	V	Amount		
Class A Common Stock	02/17/2015		C ⁽¹⁾	1,200	A	\$ 0	1,200	D
Class A Common Stock	02/17/2015		S ⁽²⁾	1,200	D	\$ 15.96	0	D
Class A Common Stock	02/18/2015		C ⁽¹⁾	14,600	A	\$ 0	14,600	D
Class A Common Stock	02/18/2015		S ⁽²⁾	14,600	D	\$ 0	0	D

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Common Stock 15.92
(4)

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 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)	\$ 10.42	02/17/2015		M	1,200	06/12/2013 ⁽⁵⁾ 06/12/2023	Class B Common Stock
Class B Common Stock	(1)	02/17/2015		M	1,200	(1) (1)	Class A Common Stock
Class B Common Stock	(1)	02/17/2015		C ⁽¹⁾	1,200	(1) (1)	Class A Common Stock
Stock Option (right to buy)	\$ 10.42	02/18/2015		M	14,600	06/12/2013 ⁽⁵⁾ 06/12/2023	Class A Common Stock
Class B Common Stock	(1)	02/18/2015		M	14,600	(1) (1)	Class A Common Stock
Class B Common Stock	(1)	02/18/2015		C ⁽¹⁾	14,600	(1) (1)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Berman David Mark
C/O RINGCENTRAL, INC.
1400 FASHION ISLAND BLVD, 7TH FLOOR
SAN MATEO, CA 94404

President

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for David Mark
Berman

02/18/2015

__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 a shareholder will convert automatically into one share

- (1) 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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 28, 2014.
Reflects weighted average sale price. Actual sale prices ranged from \$15.95 to \$15.98 on February 17, 2015. Reporting Person undertakes
- (3) 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 \$15.91 to \$15.92 on February 18, 2015. Reporting Person undertakes
- (4) 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) The option was immediately exercisable on date of grant. 25% of the shares subject to the option vested on 6/10/2014, and 1/48th of the shares vest 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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