

RingCentral Inc
Form 4
September 30, 2013

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 *
Weiden David

(Last) (First) (Middle)

2128 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/26/2013

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)

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	
Common Stock ⁽¹⁾	09/26/2013		C		92,481	A	<u>(1)</u> 92,481	D
Common Stock ⁽²⁾	09/26/2013		C		5,474	A	<u>(2)</u> 97,955	D
Common Stock ⁽³⁾	09/26/2013		J ⁽³⁾		97,955	D	<u>(3)</u> 0	D

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

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(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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Series A Preferred Stock	(1)	09/26/2013		C	92,481	(1) (1)	Common Stock (3)	92,481
Series B Preferred Stock	(2)	09/26/2013		C	5,474	(2) (2)	Common Stock (3)	5,474
Class B Common Stock	(4)	09/26/2013		J(3)	97,955	(4) (4)	Class A Common Stock	97,955
Stock Option (Right to Buy)	\$ 13	09/26/2013		A	6,730	(5) 09/26/2020	Class A Common Stock	6,730

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weiden David 2128 SAND HILL ROAD MENLO PARK, CA 94025	X			

Signatures

/s/ David Weiden 09/30/2013

**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) The Series A Preferred Stock automatically converted into Common Stock on a 1:1 basis upon the effectiveness of the Issuer's registration statement registering Class A Common Stock, and had no expiration date.
- (2) The Series B Preferred Stock automatically converted into Common Stock on a 1:1 basis upon the effectiveness of the Issuer's registration statement registering Class A Common Stock, and had no expiration date.

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- (3) Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock automatically converted into one share of Class B Common Stock on September 26, 2013.

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 shares (subject to certain exceptions), or (ii) the death of a natural person holding such share.

- (4) In addition, each share of Class B Common Stock outstanding will convert automatically into one share of Class A Common Stock upon (i) the date specified by the holders of at least 67% of the outstanding shares of Class B Common Stock, (ii) the date on which the number of outstanding shares of Class B Common Stock represents less than 10% of the aggregate combined number of outstanding shares of Class A Common Stock and Class B Common Stock or (iii) the seven-year anniversary of the closing date of the Issuer's initial public offering (subject to certain exceptions).
- (5) One-sixth of the shares subject to the option vest on 10/26/2013 and 1/6th will vest on the 26th day of each month thereafter for the following 5 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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