RingCentral Inc
Form 4
May 05, 2015

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shmunis Vladimir

(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)
02/27/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO & Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/27/2015		C[(1)]		333,334	A	$ 0	333,334	I	By ELCA Fund I, L.P. [(2)]

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

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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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(3)	02/27/2015		C(1)			333,334	(3)	(3)	Class A Common Stock	333,334
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	400,000
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	400,000
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	111
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	1,000,000
Class B Common Stock	(3)							(3)	(3)	Class A Common Stock	1,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shmunis Vladimir C/O RINGCENTRAL, INC. 20 DAVIS DRIVE BELMONT, CA 94002	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	05/05/2015
**Signature of Reporting Person	Date
/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis	12/19/2014
**Signature of Reporting Person	Date
/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC	12/19/2014
**Signature of Reporting Person	Date
/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC, the General Partners of Elca Fund I, L.P.	12/19/2014
**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).

(1) Each Share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.

(2) 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. 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.

(3) 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.

(4) These shares are held by a grantor 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.

(5) These shares are held by a grantor 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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