

RingCentral Inc
Form 4
September 13, 2016

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 *
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)

08/22/2016

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)

CEO & Chairman

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	09/09/2016		C ⁽¹⁾	10,000 A \$ 0 10,000		I	By ELCA Fund I, L.P. <u>(2)</u>
Class A Common Stock	09/09/2016		G ⁽³⁾	V 10,000 D \$ 0 0		I	By ELCA Fund I, L.P. <u>(2)</u>
Class A Common Stock					222,522	D	

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
Class B Common Stock	(4)	08/22/2016		G	V 351,788	(4) (4)	Class A Common Stock 351,788
Class B Common Stock	(4)	08/22/2016		G	V 351,788	(4) (4)	Class A Common Stock 351,788
Class B Common Stock	(4)	09/09/2016		C ⁽¹⁾	10,000	(4) (4)	Class A Common Stock 10,000
Class B Common Stock	(4)					(4) (4)	Class A Common Stock 7,200 ⁽⁹⁾
Class B Common Stock	(4)					(4) (4)	Class A Common Stock 7,200 ⁽⁹⁾
Class B Common Stock	(4)					(4) (4)	Class A Common Stock 111

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X	CEO & Chairman	

Shmunis Vladimir
 C/O RINGCENTRAL, INC.
 20 DAVIS DRIVE
 BELMONT, CA 94002

Shmunis Sandra
 C/O RINGCENTRAL, INC.
 20 DAVIS DRIVE
 BELMONT, CA 94002

X

ELCA Fund I, LP
 C/O RINGCENTRAL, INC.
 20 DAVIS DRIVE
 BELMONT, CA 94002

X

ELCA, LLC
 C/O RINGCENTRAL, INC.
 20 DAVIS DRIVE
 BELMONT, CA 94002

X

ELCA Fund II, LP
 C/O RINGCENTRAL, INC.
 20 DAVIS DRIVE
 BELMONT, CA 94002

X

ELCA Fund III, LP
 C/O RINGCENTRAL, INC.
 20 DAVIS DRIVE
 BELMONT, CA 94002

X

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for Vladimir Shmunis

09/13/2016

__Signature of Reporting Person

Date

/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis

09/13/2016

__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.

09/13/2016

__Signature of Reporting Person

Date

/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC

09/13/2016

__Signature of Reporting Person

Date

/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC, the General Partner of ELCA Fund II, L.P.

09/13/2016

__Signature of Reporting Person

Date

/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC, the General Partner of ELCA Fund III, L.P.

09/13/2016

__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., and certain of the shares held by 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) The Reporting Person transferred 10,000 shares of the Issuer's Class A Common Stock as a gift to Morgan Stanley Global Impact Funding Trust, Inc., a 501(c)(3) charitable foundation.

(4) 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 events, 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.

(5) Upon termination of the grantor retained annuity trust on August 22, 2016, 351,788 of the shares were transferred to the reporting person's adult children. The remaining 338,872 shares were distributed to ELCA Fund I, L.P. and are reported in this Form 4 as indirectly owned.

(6) These shares were held by a grantor retained annuity trust for the benefit of Mrs. Shmunis as annuitant. Mr. Shmunis and Mrs. Shmunis were co-trustees of the trust, and were deemed to share voting and dispositive power with respect to the shares. The grantor retained annuity trust was dissolved on August 22, 2016.

(7) These shares were held by a grantor retained annuity trust for the benefit of Mr. Shmunis as annuitant. Mr. Shmunis and Mrs. Shmunis were co-trustees of the trust, and were deemed to share voting and dispositive power with respect to the shares. The grantor retained annuity trust was dissolved on August 22, 2016.

(8) Reflects (i) a distribution of an aggregate of 637,744 shares of Class B Common Stock held by grantor retained annuity trusts of the Reporting Person and the Reporting Person's spouse to ELCA Fund I, L.P. on August 22, 2016 and (ii) a reallocation of an aggregate of 618,680 shares of Class B Common Stock held by the Reporting Person and the Reporting Person's spouse to ELCA Fund I, L.P. on September 12, 2016.

(9) Represents the shares held by ELCA Fund II, L.P. and ELCA III, L.P. in which the Reporting Persons have a pecuniary interest.

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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