

RingCentral Inc
Form 4
August 11, 2014

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 *
LEONE DOUGLAS M

(Last) (First) (Middle)
3000 SAND HILL ROAD 4-250
(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)
08/07/2014

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	08/07/2014		C ⁽¹⁾	1,606,573 A	1,606,573	I	By Sequoia Capital XII, LP ⁽³⁾
Class A Common Stock	08/07/2014		J ⁽²⁾	1,606,573 D	0	I	By Sequoia Capital XII, LP ⁽³⁾
Class A Common Stock	08/07/2014		C ⁽¹⁾	60,117 A	60,117	I	By Sequoia Technology Partners XII, LP ⁽³⁾
Class A Common	08/07/2014		J ⁽²⁾	60,117 D	0	I	By Sequoia Technology

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Stock								Partners XII, LP ⁽³⁾	
Class A Common Stock	08/07/2014		C ⁽¹⁾	171,705	A	Ⓛ	171,705	I	By Sequoia Capital XII Principals Fund, LLC ⁽³⁾
Class A Common Stock	08/07/2014		J ⁽²⁾	171,705	D	Ⓛ	0	I	By Sequoia Capital XII Principals Fund, LLC ⁽³⁾
Class A Common Stock	08/07/2014		J ⁽⁶⁾	64,469	A	Ⓛ	326,062	I	By Trust ⁽⁶⁾
Class A Common Stock	08/07/2014		J ⁽⁷⁾	43,880	A	Ⓛ	223,117	I	By Family Partnership ⁽⁷⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	<u>(4)</u> <u>(5)</u>	08/07/2014		C		<u>(4)</u> <u>(5)</u>	<u>(4)</u> <u>(5)</u>	Class A Common Stock	1,606,573
Class B Common Stock	<u>(4)</u> <u>(5)</u>	08/07/2014		C		<u>(4)</u> <u>(5)</u>	<u>(4)</u> <u>(5)</u>	Class A Common Stock	60,117
Class B Common Stock	<u>(4)</u> <u>(5)</u>	08/07/2014		C		<u>(4)</u> <u>(5)</u>	<u>(4)</u> <u>(5)</u>	Class A Common Stock	171,705

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEONE DOUGLAS M 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025		X		

Signatures

/s/ Melinda Dunn, by Power-of-Attorney for Douglas Leone 08/11/2014

**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) Represents a pro rata in-kind distribution of Class A Common Stock of the Issuer to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members.

SC XII Management, LLC ("SC XII Management") is the general partner of Sequoia Capital XII, L.P. and Sequoia Technology Partners XII, L.P. and is the managing member of Sequoia Capital XII Principals Fund, LLC. The Reporting Person is a Managing Member of SC XII Management. As a result, the Reporting Person may be deemed to share voting and dispositive power with respect to the shares held
- (3) by Sequoia Capital XII, L.P., Sequoia Technology Partners XII, L.P. and Sequoia Capital XII Principals Fund, LLC. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his 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.

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 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) Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distributions described in footnote (2) above as follows: (i) 43,880 shares from Sequoia Capital XII, L.P., and (ii) 20,589 shares from Sequoia Capital XII Principals Fund, LLC.
- (6) The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities on this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for the purposes of Section 16 or for any other purpose.

Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distributions described in footnote (2) above as follows: 43,880 shares from Sequoia Capital XII, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities on this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the reported securities for the purposes of Section 16 or for any other purpose.
- (7)

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.