

RingCentral Inc
Form SC 13G
February 13, 2014

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No.)*

RINGCENTRAL, INC.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

76680R206

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 76680R206

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Vlad Vendrow

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 4,916,873

6. Shared Voting Power

Beneficially

Owned by None

Each 7. Sole Dispositive Power

Reporting

Person 4,916,873

8. Shared Dispositive Power

With:

None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,916,873⁽¹⁾

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

7.84%⁽²⁾

12. Type of Reporting Person (See Instructions)

IN

- (1) Consists of 4,916,873 shares of Class B Common Stock. 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. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) the date specified by affirmative vote or written consent of the holders of at least 67% of the outstanding shares of Class B Common Stock or (ii) any transfer, whether or not for value, except for certain transfers described in our certificate of incorporation, including, without limitation, transfers for tax and estate planning purposes, so long as the transferring holder of Class B Common Stock continues to hold exclusive voting and dispositive power with respect to the shares transferred. The Class B Common Stock will convert automatically into Class A Common Stock on 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.
- (2) Assumes conversion of all such reporting person's Class B Common Stock into Class A Common Stock.

Item 1.

(a) Name of Issuer:

RingCentral, Inc.

(b) Address of Issuer's Principal Executive Offices:

1400 Fashion Island Blvd., 7th Floor

San Mateo, CA 94404

Item 2.

(a) Name of Person Filing:

Vlad Vendrow

(b) Address of Principal Business Office or, if none, Residence:

1400 Fashion Island Blvd., 7th Floor

San Mateo, CA 94404

(c) Citizenship:

United States

(d) Title of Class of Securities:

Class A Common Stock

(e) CUSIP Number:

76680R206

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

4,916,873 shares⁽³⁾, which consist of (i) 4,291,773 shares held of record by Mr. Vendrow; (ii) 185,100 shares held of record by his children; and (iii) 440,000 shares issuable pursuant to stock options exercisable within 60 days of December 31, 2013, 374,374 of which are vested. Mr. Vendrow may be deemed to hold voting and dispositive power

with respect to the shares held by him and by his children.

(b) Percent of class:

7.84%⁽⁴⁾ (calculated based on 62,244,069 shares outstanding as of December 31, 2013 and assumes that the 440,000 shares underlying the options exercisable within 60 days of December 31, 2013 are deemed outstanding pursuant to SEC Rule 13-3(d)(1)(i)).

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 4,916,873

- (3) Consists of 4,916,873 shares of Class B Common Stock. 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. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) the date specified by affirmative vote or written consent of the holders of at least 67% of the outstanding shares of Class B Common Stock or (ii) any transfer, whether or not for value, except for certain transfers described in our certificate of incorporation, including, without limitation, transfers for tax and estate planning purposes, so long as the transferring holder of Class B Common Stock continues to hold exclusive voting and dispositive power with respect to the shares transferred. The Class B Common Stock will convert automatically into Class A Common Stock on 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.
- (4) Assumes conversion of all such reporting person's Class B Common Stock into Class A Common Stock.

- (ii) Shared power to vote or to direct the vote: None

- (iii) Sole power to dispose or to direct the disposition of: 4,916,873

- (iv) Shared power to dispose or to direct the disposition of: None

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 13, 2014

/s/ Vlad Vendrow
Vlad Vendrow