

RingCentral Inc
Form 4/A
September 30, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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., 1400 FASHION ISLAND BLVD, 7TH FLOOR

(Street)

SAN MATEO, CA 94404

(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)
09/30/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and 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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock ⁽¹⁾ | 09/26/2013 | | J ⁽¹⁾ | 8,346,231 | D | <u>(1)</u> | 0 | I | By ELCA Fund I, LP ⁽²⁾ |
| Common Stock ⁽¹⁾ | 09/26/2013 | | J ⁽¹⁾ | 410,000 | D | <u>(1)</u> | 0 | I | By ELCA Fund II, LP ⁽²⁾ |
| Common Stock ⁽¹⁾ | 09/26/2013 | | J ⁽¹⁾ | 410,000 | D | <u>(1)</u> | 0 | I | By ELCA Fund III, LP ⁽²⁾ |
| Common | 09/26/2013 | | J ⁽¹⁾ | 111 | D | <u>(1)</u> | 0 | I | By |

Stock ⁽¹⁾ELCA,
LLC ⁽²⁾

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.

SEC 1474
(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) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title Underlying (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|-----|--|-----------------------|--------------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Class B Common Stock ⁽¹⁾ | <u>(3)</u> <u>(4)</u> | 09/26/2013 | | <u>J</u> ⁽¹⁾ | | 8,346,231 | | <u>(3)</u> <u>(4)</u> | <u>(3)</u> <u>(4)</u> | Class B Common Stock |
| Class B Common Stock ⁽¹⁾ | <u>(3)</u> <u>(4)</u> | 09/26/2013 | | <u>J</u> ⁽¹⁾ | | 410,000 | | <u>(3)</u> <u>(4)</u> | <u>(3)</u> <u>(4)</u> | Class B Common Stock |
| Class B Common Stock ⁽¹⁾ | <u>(3)</u> <u>(4)</u> | 09/26/2013 | | <u>J</u> ⁽¹⁾ | | 410,000 | | <u>(3)</u> <u>(4)</u> | <u>(3)</u> <u>(4)</u> | Class B Common Stock |
| Class B Common Stock ⁽¹⁾ | <u>(3)</u> <u>(4)</u> | 09/26/2013 | | <u>J</u> ⁽¹⁾ | | 111 | | <u>(3)</u> <u>(4)</u> | <u>(3)</u> <u>(4)</u> | Class B Common Stock |
| Stock Option (Right to Buy) | \$ 1.1 | 09/26/2013 | | <u>J</u> ⁽⁵⁾ | | 1,000,000 | | <u>(6)</u> | 01/19/2020 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.1 | 09/26/2013 | | <u>J</u> ⁽⁵⁾ | | 1,000,000 | | <u>(6)</u> | 01/19/2020 | Class B Common Stock |
| Stock Option (Right to Buy) | \$ 6.78 | 09/26/2013 | | <u>J</u> ⁽⁵⁾ | | 890,000 | | 01/31/2013 ⁽⁷⁾ | 09/26/2022 | Common Stock |

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| | |
|---|------------|
| /s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC | 09/30/2013 |
| __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 I, L.P. | 09/30/2013 |
| __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. | 09/30/2013 |
| __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. | 09/30/2013 |
| __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) 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.
- 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 these relationships, 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.
- (2) 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.
- 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.
- (3)
- 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).
- (4)
- Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock underlying the reported option automatically converted into one share of Class B Common Stock on September 26, 2013.
- (5)
- 25% of the shares subject to the option vested on each of 1/1/2011, 1/1/2012 and 1/1/2013, and the remaining 25% of the shares vest on 1/1/2014.
- (6)
- The option was immediately exercisable on date of grant. 1/36th of the shares subject to the option vested on 1/31/2013, and 1/36th of the shares vest each month thereafter over the following 35 months.
- (7)

Remarks:

This Form 4 is amended to show it is a group filing.

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.