

RingCentral Inc
 Form 4
 November 25, 2015

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 *
 Marlow John H

(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)
 11/24/2015

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)

SVP & General Counsel

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	11/24/2015		C ⁽¹⁾		10,000	A	\$ 0
							52,639
Class A Common Stock	11/24/2015		S ⁽²⁾		10,000	D	\$ 22.67
							42,639
Class A Common Stock	11/25/2015		C ⁽¹⁾		7,885	A	\$ 0
							50,524
Class A Common	11/25/2015		S ⁽²⁾		7,885	D	\$ 23
							42,639

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Stock

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options (right to buy)	\$ 0.99	11/24/2015		M		10,000		(3)	04/16/2018	Class B Common Stock	10,000
Class B Common Stock	(4)	11/24/2015		M		10,000		(4)	(4)	Class A Common Stock	10,000
Class B Common Stock	(4)	11/24/2015		C(1)		10,000		(4)	(4)	Class A Common Stock	10,000
Stock options (right to buy)	\$ 0.99	11/25/2015		M		3,239		(3)	04/16/2018	Class B Common Stock	3,239
Class B Common Stock	(4)	11/25/2015		M		3,239		(4)	(4)	Class A Common Stock	3,239
Class B Common Stock	(4)	11/25/2015		C(1)		3,239		(4)	(4)	Class A Common Stock	3,239
Stock options (right to buy)	\$ 0.99	11/25/2015		M		4,646		(5)	02/13/2019	Class B Common Stock	4,646
Class B Common Stock	(4)	11/25/2015		M		4,646		(4)	(4)	Class A Common Stock	4,646

Stock								Stock	
Class B								Class A	
Common	(4)	11/25/2015		C(1)	4,646	(4)	(4)	Common	4,646
Stock								Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marlow John H C/O RINGCENTRAL, INC. 20 DAVIS DRIVE BELMONT, CA 94002			SVP & General Counsel	

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for John H. Marlow 11/25/2015

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 15, 2015.
- (3) 25% of the shares subject to the option vested on 4/16/2009, and 1/48th of the shares vested each month thereafter over the following 36 months.
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.
- (5) 25% of the shares subject to the option vested on 2/13/2010, and 1/48th of the shares vested each month thereafter over the following 36 months.

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.