

RingCentral Inc
Form 4
December 19, 2014

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)
12/10/2014

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)
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)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock ⁽¹⁾	12/10/2014		C ⁽¹⁾	V	25,000	A	\$ 0 25,000	I	By ELCA Fund I, LP ⁽²⁾
Class A Common Stock ⁽¹⁾	12/10/2014		G ⁽³⁾	V	25,000	D	\$ 0 0	I	By ELCA Fund I, LP ⁽²⁾

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

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SEC 1474 (9-02)

number.

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	(1)	12/10/2014		C(1)	V 25,000	(1)	(1)	Class A Common Stock	25,000
Class B Common Stock	(1)					(1)	(1)	Class A Common Stock	400,000
Class B Common Stock	(1)					(1)	(1)	Class A Common Stock	400,000
Class B Common Stock	(1)					(1)	(1)	Class A Common Stock	111
Class B Common Stock	(1)					(1)	(1)	Class A Common Stock	1,000,000
Class B Common Stock	(1)					(1)	(1)	Class A Common Stock	1,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shmunis Vladimir C/O RINGCENTRAL, INC. 1400 FASHION ISLAND BLVD, 7TH FLOOR SAN MATEO, CA 94404	X	X	CEO & Chairman	

Shmunis Sandra
 C/O RINGCENTRAL, INC.
 1400 FASHION ISLAND BLVD, 7TH FLOOR
 SAN MATEO, CA 94404 X

ELCA, LLC
 C/O RINGCENTRAL, INC.
 1400 FASHION ISLAND BLVD, 7TH FLOOR
 SAN MATEO, CA 94404 X

ELCA Fund I, LP
 C/O RINGCENTRAL, INC.
 1400 FASHION ISLAND BLVD, 7TH FLOOR
 SAN MATEO, CA 94404 X

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for Vladimir Shmunis 12/19/2014
 __Signature of Reporting Person Date

/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis 12/19/2014
 __Signature of Reporting Person Date

/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC 12/19/2014
 __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. 12/19/2014
 __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).

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 the reporting person will convert automatically into one (1) 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.

- (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., 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.
- (3) The Reporting Person is transferring 25,000 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) These shares are held by a grantor retained annuity trust for the benefit of Mrs. Shmunis as annuitant. Mr. Shmunis and Mrs. Shmunis are co-trustees of the trust, and may be deemed to share voting and dispositive power with respect to the shares.
- (5) These shares are held by a grantor retained annuity trust for the benefit of Mr. Shmunis as annuitant. Mr. Shmunis and Mrs. Shmunis are co-trustees of the trust, and may be deemed to share voting and dispositive power with respect to the shares.

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.