

RingCentral Inc
 Form 4
 May 20, 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 *
 Weiden David

(Last) (First) (Middle)

2128 SAND HILL ROAD,

(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)
 05/16/2014

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|--------------------------------------------|------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|

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| Derivative Security | | | or Disposed of (D) (Instr. 3, 4, and 5) | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|---------|------------|-----------------------------------------|---|--------|------------------|-----------------|----------------------|----------------------------|
| | | | Code | V | (A) | | | | |
| Stock Option (right to buy) | \$ 12.3 | 05/16/2014 | A | | 38,209 | (1) | 05/15/2021 | Class A Common Stock | 38,209 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Weiden David 2128 SAND HILL ROAD MENLO PARK, CA 94025 | X | | | |
| Khosla Ventures II, L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |
| Khosla Ventures Associates II, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |
| VK Services, LLC C/O KHOSLA VENTURES 2128 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |
| KHOSLA VINOD C/O KHOSLA VENTURES 2128 SAND HILL ROAD MENLO PARK, CA 94025 | | X | | |

Signatures

/s/ Kimberly Totah, as attorney in fact for David Weiden 05/20/2014
__Signature of Reporting Person Date

/s/ Kimberly Totah, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates II, LLC, in its capacity as general partner of Khosla Ventures II, L.P. 05/20/2014
__Signature of Reporting Person Date

/s/ Kimberly Totah, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates II, LLC 05/20/2014

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| <u>Signature of Reporting Person</u> | Date |
|--------------------------------------------------------------------------------------------------|------------|
| /s/ Kimberly Totah, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC | 05/20/2014 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Kimberly Totah, as attorney in fact for Vinod Khosla | 05/20/2014 |
| <u>Signature of Reporting Person</u> | 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) The shares subject to this award vest and become exercisable in equal monthly installments over one year beginning on May 16, 2014.
- (2) Pursuant to agreements between Mr. Weiden and certain of the Reporting Persons, Mr. Weiden holds the shares for the benefit of such Reporting Persons.

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.