

Sipes David
Form 4
November 28, 2018

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 *
Sipes David

2. Issuer Name and Ticker or Trading Symbol
RingCentral Inc [RNG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

C/O RINGCENTRAL, INC., 20 DAVIS DRIVE

11/28/2018

Chief Operating Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BELMONT, CA 94002

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 11/28/2018 | | C ⁽¹⁾ | | 1,500 A \$ 0 | D | 267,752 |
| Class A Common Stock | 11/28/2018 | | M | | 1,825 A \$ 15.77 | D | 269,577 |
| Class A Common Stock | 11/28/2018 | | S ⁽²⁾ | | 2,430 D \$ 76.51 | D | 267,147 |
| Class A Common | 11/28/2018 | | S ⁽²⁾ | | 1,100 D \$ 77.36 | D | 266,047 |

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| | | | | | | | |
|---------|------------|--|-------------|-------|---|------------|-----------|
| Stock | | | | | | <u>(4)</u> | |
| Class A | | | | | | \$ | |
| Common | 11/28/2018 | | <u>S(2)</u> | 2,675 | D | 78.62 | 263,372 D |
| Stock | | | | | | <u>(5)</u> | |
| Class A | | | | | | \$ | |
| Common | 11/28/2018 | | <u>S(2)</u> | 1,600 | D | 79.21 | 261,772 D |
| Stock | | | | | | <u>(6)</u> | |

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.

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) | \$ 15.77 | 11/28/2018 | | M | 1,825 | <u>(7)</u> 02/27/2022 | Class A Common Stock 1,825 |
| Stock Option (right to buy) | \$ 0.99 | 11/28/2018 | | M | 1,500 | <u>(8)</u> 11/12/2019 | Class B Common Stock 1,500 |
| Class B Common Stock | <u>(9)</u> | 11/28/2018 | | M | 1,500 | <u>(9)</u> <u>(9)</u> | Class A Common Stock 1,500 |
| Class B Common Stock | <u>(9)</u> | 11/28/2018 | | <u>C(1)</u> | 1,500 | <u>(9)</u> <u>(9)</u> | Class A Common Stock 1,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Sipes David
C/O RINGCENTRAL, INC.
20 DAVIS DRIVE
BELMONT, CA 94002

Chief Operating Officer

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for David
Sipes

11/28/2018

**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 13, 2018.
Reflects weighted average sale price. Actual sale prices ranged from \$75.96 to \$76.85 on November 28, 2018. The Reporting Person
- (3) undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
Reflects weighted average sale price. Actual sale prices ranged from \$76.96 to \$77.92 on November 28, 2018. The Reporting Person
- (4) undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
Reflects weighted average sale price. Actual sale prices ranged from \$78.00 to \$78.97 on November 28, 2018. The Reporting Person
- (5) undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
Reflects weighted average sale price. Actual sale prices ranged from \$79.01 to \$79.40 on November 28, 2018. The Reporting Person
- (6) undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- (7) The option vests and becomes exercisable in 48 equal monthly installments commencing on March 27, 2015.
- (8) Options are fully vested and exercisable.
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
- (9) 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.

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.