

RingCentral Inc
Form 4
December 14, 2015

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shmunis Vladimir

(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)
12/10/2015

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) 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/10/2015		C ⁽¹⁾	25,000 A \$ 0	25,000	I	By ELCA Fund I, L.P. <u>(2)</u>
Class A Common Stock	12/10/2015		G ⁽³⁾	25,000 D \$ 0 0		I	By ELCA Fund I, L.P. <u>(2)</u>

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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)	8. De Se (In
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Class B Common Stock	(4)	12/10/2015		C(1)	25,000	(4) (4)	Class A Common Stock 25,000	
Class B Common Stock	(4)					(4) (4)	Class A Common Stock 618,680 (5) (6)	
Class B Common Stock	(4)					(4) (4)	Class A Common Stock 360,000	
Class B Common Stock	(4)					(4) (4)	Class A Common Stock 360,000	
Class B Common Stock	(4)					(4) (4)	Class A Common Stock 111	
Class B Common Stock	(4)					(4) (4)	Class A Common Stock 360,647 (6)	
Class B Common Stock	(4)					(4) (4)	Class A Common Stock 360,647 (6)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shmunis Vladimir C/O RINGCENTRAL, INC.	X	X	CEO & Chairman	

20 DAVIS DRIVE
BELMONT, CA 94002

Shmunis Sandra
C/O RINGCENTRAL, INC.
20 DAVIS DRIVE
BELMONT, CA 94002

X

ELCA Fund I, LP
C/O RINGCENTRAL, INC.
20 DAVIS DRIVE
BELMONT, CA 94002

X

ELCA, LLC
C/O RINGCENTRAL, INC.
20 DAVIS DRIVE
BELMONT, CA 94002

X

ELCA Fund II, LP
C/O RINGCENTRAL, INC.
20 DAVIS DRIVE
BELMONT, CA 94002

X

ELCA Fund III, LP
C/O RINGCENTRAL, INC.
20 DAVIS DRIVE
BELMONT, CA 94002

X

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for Vladimir Shmunis

12/14/2015

__Signature of Reporting Person

Date

/s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis

12/14/2015

__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.

12/14/2015

__Signature of Reporting Person

Date

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

12/14/2015

__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.

12/14/2015

__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.

12/14/2015

__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.

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.

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

(4) 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) Includes shares directly held by reporting person's spouse.

(6) Reflects a correction to the reallocation of shares of Class B Common Stock from grantor retained annuity trust of reporting person to reporting person, as originally reported on the reporting person's Form 4 dated November 9, 2015.

(7) 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.

(8) 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.

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