

Sipes David
Form 4
January 11, 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

(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)
01/10/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | | |
| Class A Common Stock | 01/10/2018 | | C ⁽¹⁾ | 7,800 A | \$ 0 | 287,781 ⁽²⁾ | D |
| Class A Common Stock | 01/10/2018 | | S ⁽³⁾ | 9,300 D | \$ 48.86 ⁽⁴⁾ | 278,481 | D |

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

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|---|----------------------------|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 16.05 | 01/10/2018 | | M | | | 6,011 | Class B Common Stock | 6,011 |
| Stock Option (right to buy) | \$ 15.77 | 01/10/2018 | | M | | | 1,789 | Class B Common Stock | 1,789 |
| Class B Common Stock | (7) | 01/10/2018 | | M | | | 6,011 | Class A Common Stock | 6,011 |
| Class B Common Stock | (7) | 01/10/2018 | | M | | | 1,789 | Class A Common Stock | 1,789 |
| Class B Common Stock | (7) | 01/10/2018 | | C(1) | | | 7,800 | Class A Common Stock | 7,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | 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

01/11/2018

**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) This restates the number of shares to correct a scrivener's error in the number of shares previously reported by the Reporting Person.
- (3) 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, 2017.

Reflects weighted average sale price. Actual sale prices ranged from \$48.30 to \$49.25 on January 10, 2017. 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.

One forty-eighth (1/48th) of the Shares subject to the Option vested on the date that is one month after the Vesting Commencement Date

- (5) 4/15/2014 and one forty-eighth (1/48th) of the Shares subject to the Option vests each month thereafter on the same day of the month as the Vesting Commencement Date.
- (6) The option vests and becomes exercisable in 48 equal monthly installments commencing on March 27, 2015.

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

- (7) 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.

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