

RingCentral Inc  
Form 4/A  
September 30, 2013

**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

OMB  
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(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)  
09/26/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
09/30/2013

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) CEO and 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock <sup>(1)</sup>        | 09/26/2013                              |                                                             | J <sup>(1)</sup>                     |                                                                         | 8,346,231                                                                                                          | D                                                                       | <u>(1)</u> 0                                                      |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | I                                                                       | By ELCA<br>Fund I,<br>LP <sup>(2)</sup>                           |
| Common<br>Stock <sup>(1)</sup>        | 09/26/2013                              |                                                             | J <sup>(1)</sup>                     |                                                                         | 410,000                                                                                                            | D                                                                       | <u>(1)</u> 0                                                      |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | I                                                                       | By ELCA<br>Fund II,<br>LP <sup>(2)</sup>                          |
| Common<br>Stock <sup>(1)</sup>        | 09/26/2013                              |                                                             | J <sup>(1)</sup>                     |                                                                         | 410,000                                                                                                            | D                                                                       | <u>(1)</u> 0                                                      |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | I                                                                       | By ELCA<br>Fund III,<br>LP <sup>(2)</sup>                         |
| Common                                | 09/26/2013                              |                                                             | J <sup>(1)</sup>                     |                                                                         | 111                                                                                                                | D                                                                       | <u>(1)</u> 0                                                      |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | I                                                                       | By                                                                |

Stock (1)ELCA,  
LLC (2)

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of Derivative<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                       | 7. Title<br>Underlying<br>(Instr. 3) |                       |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------------|--------------------------------------|-----------------------|
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                  | Date Exercisable                                               | Expiration<br>Date    | Title                                |                       |
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                | (A)                                                            | (D)                   |                                      |                       |
| Class B<br>Common<br>Stock <u>(1)</u>               | <u>(3)</u> <u>(4)</u>                                              | 09/26/2013                              |                                                             | J <u>(1)</u>                         | 8,346,231                                                                                        |                                                                | <u>(3)</u> <u>(4)</u> | <u>(3)</u> <u>(4)</u>                | Class<br>Comm<br>Stoc |
| Class B<br>Common<br>Stock <u>(1)</u>               | <u>(3)</u> <u>(4)</u>                                              | 09/26/2013                              |                                                             | J <u>(1)</u>                         | 410,000                                                                                          |                                                                | <u>(3)</u> <u>(4)</u> | <u>(3)</u> <u>(4)</u>                | Class<br>Comm<br>Stoc |
| Class B<br>Common<br>Stock <u>(1)</u>               | <u>(3)</u> <u>(4)</u>                                              | 09/26/2013                              |                                                             | J <u>(1)</u>                         | 410,000                                                                                          |                                                                | <u>(3)</u> <u>(4)</u> | <u>(3)</u> <u>(4)</u>                | Class<br>Comm<br>Stoc |
| Class B<br>Common<br>Stock <u>(1)</u>               | <u>(3)</u> <u>(4)</u>                                              | 09/26/2013                              |                                                             | J <u>(1)</u>                         | 111                                                                                              |                                                                | <u>(3)</u> <u>(4)</u> | <u>(3)</u> <u>(4)</u>                | Class<br>Comm<br>Stoc |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 1.1                                                             | 09/26/2013                              |                                                             | J <u>(5)</u>                         |                                                                                                  | 1,000,000                                                      | <u>(6)</u>            | 01/19/2020                           | Comm<br>Stoc          |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 1.1                                                             | 09/26/2013                              |                                                             | J <u>(5)</u>                         | 1,000,000                                                                                        |                                                                | <u>(6)</u>            | 01/19/2020                           | Class<br>Comm<br>Stoc |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 6.78                                                            | 09/26/2013                              |                                                             | J <u>(5)</u>                         |                                                                                                  | 890,000                                                        | 01/31/2013 <u>(7)</u> | 09/26/2022                           | Comm<br>Stoc          |

\$ 6.78

09/26/2013

$$J^{(5)}$$

890.000

01/31/2013<sup>(7)</sup>

09/26/2022

Class  
Comm  
Stoc

## Reporting Owners

| Reporting Owner Name / Address                                                                           | Relationships |           |                  |                           |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|------------------|---------------------------|
|                                                                                                          | Director      | 10% Owner | Officer          | Other                     |
| Shmunis Vladimir<br>C/O RINGCENTRAL, INC.<br>1400 FASHION ISLAND BLVD, 7TH FLOOR<br>SAN MATEO, CA 94404  | X             | X         | CEO and Chairman |                           |
| ELCA, LLC<br>C/O RINGCENTRAL, INC.<br>1400 FASHION ISLAND BLVD, 7TH FLOOR<br>SAN MATEO, CA 94404         |               | X         |                  |                           |
| ELCA Fund II, LP<br>C/O RINGCENTRAL, INC.<br>1400 FASHION ISLAND BLVD, 7TH FLOOR<br>SAN MATEO, CA 94404  |               |           |                  | Affiliated with ELCA, LLC |
| ELCA Fund I, LP<br>C/O RINGCENTRAL, INC.<br>1400 FASHION ISLAND BLVD, 7TH FLOOR<br>SAN MATEO, CA 94404   |               | X         |                  |                           |
| ELCA Fund III, LP<br>C/O RINGCENTRAL, INC.<br>1400 FASHION ISLAND BLVD, 7TH FLOOR<br>SAN MATEO, CA 94404 |               |           |                  | Affiliated with ELCA, LLC |
| Shmunis Sandra<br>C/O RINGCENTRAL, INC<br>1400 FASHION ISLAND BLVD, 7TH FLOOR<br>SAN MATEO, CA 94404     |               | X         |                  |                           |

## Signatures

09/30/2013

Date \_\_\_\_\_

09/30/2013

Date \_\_\_\_\_

## Edgar Filing: RingCentral Inc - Form 4/A

|                                                                                                                                       |            |
|---------------------------------------------------------------------------------------------------------------------------------------|------------|
| /s/ Bruce P. Johnson, Attorney-in-fact for Sandra Shmunis, a Managing Member of ELCA, LLC                                             | 09/30/2013 |
| __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 I, L.P.   | 09/30/2013 |
| __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.  | 09/30/2013 |
| __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. | 09/30/2013 |
| __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) Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock automatically converted into one share of Class B Common Stock on September 26, 2013.  
  
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 these relationships, 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.  
  
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 of Class A Common Stock upon (i) any transfer of such share (subject to certain exceptions), or (ii) the death of a natural person holding such share.
- (3) In addition, each share of Class B Common Stock outstanding will convert automatically into one share of Class A Common stock upon (i) the date specified by the holders of at least 67% of the outstanding shares of Class B Common Stock, (ii) the date on which the number of outstanding shares of Class B Common Stock represents less than 10% of the aggregate combined number of outstanding shares of Class A Common Stock and Class B Common Stock or (iii) the seven-year anniversary of the closing date of the Issuer's initial public offering (subject to certain exceptions).
- (4) Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock underlying the reported option automatically converted into one share of Class B Common Stock on September 26, 2013.
- (5) 25% of the shares subject to the option vested on each of 1/1/2011, 1/1/2012 and 1/1/2013, and the remaining 25% of the shares vest on 1/1/2014.
- (6) The option was immediately exercisable on date of grant. 1/36th of the shares subject to the option vested on 1/31/2013, and 1/36th of the shares vest each month thereafter over the following 35 months.
- (7)

### Remarks:

This Form 4 is amended to show it is a group filing.

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.