

RingCentral Inc
Form DEF 14A
April 29, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-2
RingCentral, Inc.

(Name of Registrant as Specified In Its Charter)

Not Applicable

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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RINGCENTRAL, INC.

20 DAVIS DRIVE

BELMONT, CALIFORNIA 94002

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held at 10:00 a.m. Pacific Daylight Time on Monday, June 1, 2015

Dear Stockholders of RingCentral, Inc.:

The Annual Meeting of Stockholders of RingCentral, Inc., a Delaware corporation, will be held on Monday, June 1, 2015, at 10:00 a.m. Pacific Daylight Time, at the Marriott San Mateo Hotel, 1770 South Amphlett Boulevard, San Mateo, California 94402, for the following purposes as more fully described in the accompanying proxy statement:

1. To approve the amendment and restatement of the Amended and Restated Certificate of Incorporation of RingCentral, Inc. to declassify the board of directors (Proposal One);
2. If Proposal One to declassify our board of directors is approved, to elect the five (5) directors nominated by our board of directors and named in the proxy statement (Proposal Two);
3. If Proposal One to declassify our board of director is NOT approved, to elect one Class II director to serve until the 2018 annual meeting of stockholders or until his successor is duly elected and qualified (Proposal Three);
4. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2015 (Proposal Four);
5. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof (Proposal Five).

The board of directors of RingCentral, Inc. has fixed the close of business on April 24, 2015 as the record date for the meeting. Only stockholders of record of our Class A common stock and Class B common stock on April 24, 2015 are entitled to notice of and to vote at the meeting. Further information regarding voting rights and the matters to be voted upon is presented in our proxy statement.

This proxy statement and our 2014 annual report can be accessed directly at the following Internet address:
ir@ringcentral.com.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting of Stockholders, we urge you to submit your vote via the Internet, telephone or mail.

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We appreciate your continued support of RingCentral, Inc. and look forward to either greeting you personally at the meeting or receiving your proxy.

By order of the Board of Directors,

Vladimir Shmunis
Chairman and Chief Executive Officer
Belmont, California
May 1, 2015

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RINGCENTRAL, INC.

PROXY STATEMENT

FOR

2015 ANNUAL MEETING OF STOCKHOLDERS

PROCEDURAL MATTERS

This proxy statement and the enclosed form of proxy are furnished in connection with solicitation of proxies by our board of directors for use at the annual meeting of stockholders (the Annual Meeting) to be held on June 1, 2015, and any postponements, adjournments or continuations thereof. The Annual Meeting will be held at the Marriott San Mateo Hotel, located at 1770 South Amphlett Boulevard, San Mateo, California 94402, on Monday, June 1, 2015 at 10:00 a.m. PDT. This proxy statement, the accompanying form of proxy card and our 2014 annual report are first being mailed on or about May 1, 2015 to all stockholders entitled to vote at the Annual Meeting. We use the terms RingCentral, the Company, we, our and us in this proxy statement to refer to RingCentral, Inc., a Delaware corporation. RingCentral's principal executive offices are located at 20 Davis Drive, Belmont, California 94002.

The information provided in the question and answer format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully.

What matters am I voting on?

You will be voting on:

a proposal to amend and restate the Company's Amended and Restated Certificate of Incorporation to declassify the board of directors (Proposal One);

if Proposal One to declassify our board of directors is approved, the election of the five (5) directors nominated by our board of directors and named in the proxy statement (Proposal Two);

if Proposal One to declassify our board of director is NOT approved, the election of one Class II director to hold office until the 2018 annual meeting of stockholders or until his successor is duly elected and qualified (Proposal Three);

a proposal to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2015 (Proposal Four); and

any other business that may properly come before the meeting.

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How does the board of directors recommend I vote on these proposals?

The board of directors recommends a vote:

FOR the amendment and restatement of the Company's Amended and Restated Certificate of Incorporation to declassify the board of directors (Proposal One);

if Proposal One to declassify our board of directors is approved, FOR the election of the five (5) directors nominated by our board of directors and named in the proxy statement (Proposal Two);

if Proposal One to declassify our board of director is NOT approved, FOR the nominee for election as a Class II director (Proposal Three); and

FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2015 (Proposal Four).

Will there be any other items of business on the agenda?

If any other items of business or other matters are properly brought before the Annual Meeting, your proxy gives discretionary authority to the persons named on the proxy card with respect to those items of business or other matters. The persons named in the proxy card intend to vote the proxy in accordance with their best judgment. Our board of directors does not intend to bring any other matters to be voted on at the Annual Meeting, and we are not currently aware of any matters that may be properly presented by others for action at the Annual Meeting.

Who is entitled to vote?

Holders of our Class A common stock and Class B common stock, as of the close of business on April 24, 2015, the record date, may vote at the Annual Meeting. We refer to the Class A common stock and the Class B common stock collectively as the common stock in this proxy statement. As of the record date, we had 54,537,296 shares of Class A common stock outstanding and 14,531,831 shares of Class B common stock outstanding. In deciding all matters at the Annual Meeting, each holder of our Class A common stock will be entitled to one (1) vote for each share of Class A common stock held on the record date, and each holder of Class B common stock will be entitled to ten (10) votes for each share of Class B common stock held as of the record date. The Class A common stock and Class B common stock will vote as a single class on all matters described in this proxy statement for which your vote is being solicited. No shares of our preferred stock were outstanding as of the record date. We do not have cumulative voting rights f