

RingCentral Inc
Form 4/A
June 10, 2016

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 *
Marlow John H

(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)
05/26/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
05/31/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP & General Counsel

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	05/26/2016		C ⁽¹⁾	7,000	A \$ 0	94,318	D
Class A Common Stock	05/26/2016		S ⁽²⁾	7,000	D \$ 19.67	87,318	D
Class A Common Stock	05/27/2016		C ⁽¹⁾	1,000	A \$ 0	88,318	D
Class A Common	05/27/2016		S ⁽²⁾	1,000	D \$ 19.73	87,318	D

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Stock

(4)

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

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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 options (right to buy)	\$ 0.99	05/26/2016		M		2,000		<u>(5)</u>	02/13/2019	Class B Common Stock	2,000
Class B Common Stock	<u>(6)</u>	05/26/2016		M		2,000		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	2,000
Class B Common Stock	<u>(6)</u>	05/26/2016		<u>C(1)</u>		2,000		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	2,000
Class B Common Stock	<u>(6)</u>	05/26/2016		<u>C(1)</u>		5,000		<u>(6)</u>	<u>(6)</u>	Class A Common	5,000
Class B Common Stock	<u>(6)</u>	05/27/2016		<u>C(1)</u>		1,000		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	1,000
Class B Common Stock	<u>(6)</u>							<u>(6)</u>	<u>(6)</u>	Class A Common Stock	12,500
Class B Common Stock	<u>(6)</u>							<u>(6)</u>	<u>(6)</u>	Class A Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marlow John H C/O RINGCENTRAL, INC. 20 DAVIS DRIVE BELMONT, CA 94002			SVP & General Counsel	

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for John H. Marlow 06/10/2016

__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 15, 2015.
- (3) Reflects weighted average sale price. Actual sale prices ranged from \$19.15 to \$19.825 on May 26, 2016. Reporting Person 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.
- (4) Reflects weighted average sale price. Actual sale prices ranged from \$19.68 to \$19.79 on May 27, 2016. Reporting Person 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.
- (5) Options are fully vested and exercisable.
- (6) 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 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.
- (7) Shares held in a trust for the benefit of the Reporting Person's children. The Reporting Person and his spouse are co-trustees of this trust.

Remarks:

This amendment is being filed to restate the amount of securities acquired, disposed of and beneficially owned and the amount

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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