

Shah Praful
Form 4/A
May 30, 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 *
Shah Praful

(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)
05/21/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
05/22/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 05/21/2018 | | F ⁽¹⁾ | | 4,330 | D | \$ 74.4 |
| Class A Common Stock | 05/22/2018 | | C ⁽²⁾ | | 10,000 | A | \$ 0 |
| Class A Common Stock | 05/22/2018 | | S ⁽³⁾ | | 9,200 | D | \$ 73.18 |
| Class A Common | 05/22/2018 | | S ⁽³⁾ | | 800 | D | \$ 314,376 |
| | | | | | | | (4) 73.78 |

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| | | | |
|----------------------------|------------|---|------------------------|
| Stock | <u>(5)</u> | | |
| Class A Common Stock | 25,239 | I | By Trust <u>(6)</u> |
| Class A Common Stock | 25,239 | I | By Trust <u>(6)</u> |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Option (right to buy) | \$ 2.73 | 05/22/2018 | | M | 10,000 | <u>(7)</u> 03/02/2022 | Class B Common Stock 10,000 |
| Class B Common Stock | <u>(8)</u> | 05/22/2018 | | M | 10,000 | <u>(8)</u> <u>(8)</u> | Class A Common Stock 10,000 |
| Class B Common Stock | <u>(8)</u> | 05/22/2018 | | <u>C(2)</u> | 10,000 | <u>(8)</u> <u>(8)</u> | Class A Common Stock 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Shah Praful
C/O RINGCENTRAL, INC.
20 DAVIS DRIVE
BELMONT, CA 94002

Chief Strategy Officer

Signatures

/s/ Bruce P. Johnson, Attorney-in-fact for Praful
Shah

05/30/2018

__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) In an exempt disposition to the issuer under rule 16b-3(e), the Reporting Person remitted shares to the issuer in connection with the satisfaction of tax withholding obligations arising out of the vesting of previously reported restricted stock units.
- (2) Each Share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.
- (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 14, 2017.
Reflects weighted average sale price. Actual sale prices ranged from \$72.70 to \$73.65 on May 22, 2018. The 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 \$73.70 to \$74.05 on May 22, 2018. The 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) 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.
- (6) Options are fully vested and exercisable.
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.
- (8)

Remarks:

This amended Form 4 is filed to correct the number of shares remitted for tax withholding obligations. The Reporting Person's

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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