

Sipes David
Form 4
April 12, 2019

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 | | | 2. Issuer Name and Ticker or Trading Symbol RingCentral Inc [RNG] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 04/10/2019 | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| C/O RINGCENTRAL, INC., 20 DAVIS DRIVE (Street) | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | |
| BELMONT, CA 94002 (City) (State) (Zip) | | | | |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 04/10/2019 | | C ⁽¹⁾ | | 1,500 | A | \$ 0 |
| Class A Common Stock | 04/10/2019 | | M | | 3,650 | A | \$ 15.77 |
| Class A Common Stock | 04/10/2019 | | M | | 1,500 | A | \$ 15.98 |
| Class A Common | 04/10/2019 | | S ⁽²⁾ | | 4,279 | D | \$ 245,561 |
| | | | | | | | 103.02 |

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| | | | | | | | | |
|----------------------------|------------|--|-------------|-------|---|--------------|---------|---|
| Stock | | | | | | <u>(3)</u> | | |
| Class A Common Stock | 04/10/2019 | | <u>S(2)</u> | 3,900 | D | \$ 103.82 | 241,661 | D |
| | | | | | | <u>(4)</u> | | |
| Class A Common Stock | 04/10/2019 | | <u>S(2)</u> | 100 | D | \$ 104.37 | 241,561 | 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)

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 Option (right to buy) | \$ 15.77 | 04/10/2019 | | M | | <u>(5)</u> | 02/27/2022 | Class A Common Stock | 3,650 |
| Stock Option (right to buy) | \$ 15.98 | 04/10/2019 | | M | | <u>(6)</u> | 02/09/2023 | Class A Common Stock | 1,500 |
| Stock Option (right to buy) | \$ 0.99 | 04/10/2019 | | M | | <u>(5)</u> | 11/12/2019 | Class B Common Stock | 1,500 |
| Class B Common Stock | <u>(7)</u> | 04/10/2019 | | M | 1,500 | <u>(7)</u> | <u>(7)</u> | Class A Common Stock | 1,500 |
| Class B Common Stock | <u>(7)</u> | 04/10/2019 | | <u>C(1)</u> | 1,500 | <u>(7)</u> | <u>(7)</u> | Class A Common Stock | 1,500 |

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

04/12/2019

__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 13, 2018.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.37 to \$103.35, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3) and (4) to this Form 4.
- (3) The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$103.37 to \$104.18, inclusive.
- (4) Options are fully vested and exercisable.
- (5) The options vest and become exercisable in 48 equal monthly installments that commenced on March 9, 2016.
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.
- (6) 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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