RingCentral Inc
Form 4
August 05, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SC XII MANAGEMENT LLC

(Last) (First) (Middle)

3000 SAND HILL ROAD 4-250

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
RingCentral Inc [RNG]

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/01/2014		C(1)		1,606,571	A	(1)	1,606,571	I	By Sequoia Capital XII, LP (3)
Class A Common Stock	08/01/2014		J(2)		1,606,571	D	(2)	0	I	By Sequoia Capital XII, LP (3)
Class A Common Stock	08/01/2014		C(1)		60,115	A	(1)	60,115	I	By Sequoia Technology Partners XII, LP (3)
Class A Common	08/01/2014		J(2)		60,115	D	(2)	0	I	By Sequoia Technology

Stock									Partners XII, LP (3)
Class A Common Stock	08/01/2014		C(1)	171,706	A	(1)	171,706	I	By Sequoia Capital XII Principals Fund, LLC (3)
Class A Common Stock	08/01/2014		J(2)	171,706	D	(2)	0	I	By Sequoia Capital XII Principals Fund, LLC (3)

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

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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
Class B Common Stock	(4) (5)	08/01/2014		C			1,606,571	(4)(5)	(4)(5)	Class A Common Stock	1,606,57
Class B Common Stock	(4) (5)	08/01/2014		C			60,115	(4)(5)	(4)(5)	Class A Common Stock	60,115
Class B Common Stock	(4) (5)	08/01/2014		C			171,706	(4)(5)	(4)(5)	Class A Common Stock	171,706

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
SC XII MANAGEMENT LLC 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025		X		
SEQUOIA CAPITAL XII A DELAWARE L P 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025		X		
SEQUOIA TECHNOLOGY PARTNERS XII A DELAWARE L P 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025		X		
SEQUOIA CAPITAL XII PRINCIPALS FUND LLC 3000 SAND HILL ROAD 4-250 MENLO PARK, CA 94025		X		

Signatures

/s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC XII Management, LLC	08/05/2014
**Signature of Reporting Person	Date
/s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC XII Management, LLC, the General Partner of Sequoia Capital XII, L.P.	08/05/2014
**Signature of Reporting Person	Date
/s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC XII Management, LLC, the General Partner of Sequoia Technology Partners XII, L.P.	08/05/2014
**Signature of Reporting Person	Date
/s/ Melinda Dunn, by power of attorney for Douglas Leone, a Managing Member of SC XII Management, LLC, the Managing Member of Sequoia Capital XII Principals Fund LLC	08/05/2014
**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) Represents a pro rata in-kind distribution of Class A Common Stock of the Issuer to partners or members and includes subsequent distributions by general partners or managing members to their respective partners or members.

(3) SC XII Management, LLC ("SC XII Management") is the general partner of Sequoia Capital XII, L.P. and Sequoia Technology Partners XII, L.P. and is the managing member of Sequoia Capital XII Principals Fund, LLC. As a result, SC XII Management may be deemed to share voting and dispositive power with respect to the shares held by Sequoia Capital XII, L.P., Sequoia Technology Partners XII, L.P. and Sequoia Capital XII Principals Fund, LLC. 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.

(4) 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.

(5) 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).

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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