

RingCentral Inc
Form 4
June 09, 2014

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 *
Khosla Ventures II, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2128 SAND HILL ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2014

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

MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
Class A Common Stock	06/05/2014		J ⁽¹⁾	2,320,148 A	\$ 0 2,320,148	I	See Footnote (2)
Class A Common Stock	06/05/2014		J ⁽¹⁾	20,275 A	\$ 0 161,951	I	See Footnote (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)	06/05/2014		J(1)	8,228,803	(4)	(4)	Class A Common Stock	8,228,803

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khosla Ventures II, L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Khosla Ventures Associates II, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
VK Services, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Weiden David 2128 SAND HILL ROAD MENLO PARK, CA 94025	X			
KHOSLA VINOD 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		

Signatures

/s/ Kimberly Totah, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates II, LLC, in its capacity as general partner of Khosla Ventures II, L.P. 06/09/2014

__Signature of Reporting Person Date

/s/ Kimberly Totah, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC, in its capacity as Manager of Khosla Ventures Associates II, LLC 06/09/2014

__Signature of Reporting Person Date

/s/ Kimberly Totah, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC 06/09/2014

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__Signature of Reporting Person

Date

/s/ Kimberly Totah, as attorney in fact for David Weiden

06/09/2014

__Signature of Reporting Person

Date

/s/ Kimberly Totah, as attorney in fact for Vinod Khosla

06/09/2014

__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) On June 5, 2014, 8,228,803 shares of Class B Common Stock held by Khosla Ventures II, LP ("KV II") were distributed to the limited partners of KV II. As part of the distribution, the limited partners of KV II received shares of Class A Common Stock as a result of an automatic conversion pursuant to the terms of the Issuer's Amended and Restated Certificate of Incorporation.

(2) Consists of securities held of record by a trust for the benefit of Vinod Khosla and his family. As a trustee and beneficiary, Vinod Khosla may be deemed to possess voting and investment control over such shares, and Vinod Khosla may be deemed to have indirect beneficial ownership of such shares. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.

(3) Consists of securities held of record by David Weiden.

(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 shares (subject to certain exceptions), or (ii) the death of a natural person holding such share. 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).

(5) Consists of securities held of record by KV II. Each of (i) Khosla Ventures Associates II, LLC ("KVA II"), which is the general partner of KV II, (ii) VK Services, LLC ("VK Services"), which is the manager of KVA II, and (iii) Vinod Khosla, who is the managing member of VK Services, may be deemed to possess voting and investment control over such shares, and each of KVA II, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such shares. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.

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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