

Shah Praful
Form 4
August 23, 2017

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)
08/21/2017

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

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)	(A) or (D)	5. Amount or Price	6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	08/21/2017		F(1)	3,196	D	\$ 38.15	300,176	D
Class A Common Stock	08/22/2017		C(2)	10,000	A	\$ 0	310,176	D
Class A Common Stock	08/22/2017		S(3)	10,000	D	\$ 37.98	300,176	D
Class A Common							25,239	I
								By Trust (5)

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Stock

Class A Common Stock	25,239	I	By Trust <u>(5)</u>
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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	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.73	08/22/2017		M			10,000	<u>(6)</u>	03/02/2022	Class B Common Stock	10,000
Class B Common Stock	<u>(7)</u>	08/22/2017		M		10,000		<u>(7)</u>	<u>(7)</u>	Class A Common Stock	10,000
Class B Common Stock	<u>(7)</u>	08/22/2017		<u>C(2)</u>		10,000		<u>(7)</u>	<u>(7)</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

08/23/2017

__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 \$37.90 to \$38.10 on August 22, 2017. The Reporting Person
 - (4) 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
- (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.