

Marlow John H
Form 4
February 28, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Marlow John H

(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)
02/27/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, CAO & General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	02/27/2019		S ⁽¹⁾		10,887	D	\$ 105.15 (2)
Class A Common Stock	02/27/2019		S ⁽¹⁾		8,387	D	\$ 105.64 (3)
Class A Common Stock	02/28/2019		C ⁽⁴⁾		2,101	A	\$ 0 114,959
Class A Common	02/28/2019		S ⁽¹⁾		7,218	D	\$ 107,741 105.16

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Stock					(5)		
Class A					\$		
Common	02/28/2019		S(1)	6,282	D	105.71	101,459 D
Stock					(6)		

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 2.73	02/28/2019		M		2,101		<u>(7)</u>	03/02/2022	Class B Common Stock	2,101
Class B Common Stock	<u>(8)</u>	02/28/2019		M		2,101		<u>(8)</u>	<u>(8)</u>	Class A Common Stock	2,101
Class B Common Stock	<u>(8)</u>	02/28/2019		<u>C</u> ⁽⁴⁾		2,101		<u>(8)</u>	<u>(8)</u>	Class A Common Stock	2,101
Class B Common Stock	<u>(8)</u>							<u>(8)</u>	<u>(8)</u>	Class A Common Stock	12,500
Class B Common Stock	<u>(8)</u>							<u>(8)</u>	<u>(8)</u>	Class A Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	SVP, CAO & General Counsel

Marlow John H
C/O RINGCENTRAL, INC.
20 DAVIS DRIVE
BELMONT, CA 94002

Signatures

/s/ Bruce Johnson as Attorney-in-fact for John
Marlow

02/28/2019

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 14, 2017.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$104.55 to \$105.53, 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 (2), (3), (5) and (6) to this Form 4.
- (2) The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$105.55 to \$105.88, inclusive.
- (3) Each Share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock.
- (5) The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$104.45 to \$105.44, inclusive.
- (6) The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$105.45 to \$106.11, inclusive.
- (7) Options were 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.
- (9) 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.

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.