

RingCentral Inc  
Form SC 13G/A  
February 16, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

**RingCentral, Inc.**

**(Name of Issuer)**

**Class A Common Stock, \$0.0001 par value per share**

**(Title of Class of Securities)**

**76680R 206**

**(CUSIP Number)**

**December 31, 2015**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

VNK Management LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  (b)  (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 1,680,033  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,680,033  
8 SHARED DISPOSITIVE POWER

WITH:

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,680,033

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.9%<sup>(2)</sup>

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

- (1) This statement on Schedule 13G is filed by VNK Management LLC ( VNK ). As a limited partner of Khosla Ventures II, LP ( KV II ), VNK received the shares beneficially owned by it in a distribution of the shares held by KV II. VNK is a limited liability company owned by family trusts formed for the benefit of Vinod Khosla's adult children. Mr. Khosla has no power to elect a new manager of VNK and has no power to revoke such trusts or appoint or remove the trustees of such trusts. Mr. Khosla has no power to vote or dispose of the shares beneficially owned by VNK. Because Mr. Khosla from time to time recommends certain specific investments to VNK, VNK may be deemed to be in a group with Mr. Khosla within the meaning of Section 13(d)(3) of the Act with respect to those investments. VNK and Mr. Khosla expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The percentage set forth on the cover sheet is calculated based on 56,786,478 shares of Class A Common Stock outstanding as of November 1, 2015 as set forth in the Issuer's Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission on November 6, 2015 (the Quarterly Report ).

**Explanatory Note**

This Amendment No. 1 to the statement on Schedule 13G (this Amendment No. 1 ) amends and restates the statement on Schedule 13G (the Schedule 13G ) filed on June 16, 2014. This Amendment No. 1 hereby amends the Schedule 13G as described herein.

**Item 1(a). Name of Issuer:**

RingCentral, Inc.

**Item 1(b). Address of Issuer's Principal Executive Officers:**

20 Davis Drive

Belmont, California 94002

**Item 2(a). Name of Person(s) Filing:**

VNK Management LLC ( VNK )

**Item 2(b). Address of Principal Business Office:**

1760 The Alameda, Suite 300

San Jose, California 95126

Attn: Kim Totah

**Item 2(c). Citizenship:**

Delaware, United States of America

**Item 2(d). Title of Class of Securities:**

Class A Common Stock, par value \$0.0001 per share.

**Item 2(e). CUSIP Number:**

76680R 206

**Item 3.**

**If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

Not applicable.

**Item 4(a). Amount Beneficially Owned:**

**Item 4(b). Percent of Class:**

**Item 4(c). Number of shares as to which such persons have:**

The following information with respect to the beneficial ownership of the Class A Common Stock by the Reporting Person filing this statement on Schedule 13G is provided as of November 1, 2015:

| Reporting Person | Shares              | Sole               | Shared          | Sole                    | Shared               | Beneficial   | Percentage            |
|------------------|---------------------|--------------------|-----------------|-------------------------|----------------------|--------------|-----------------------|
|                  | Held<br>Directly(1) | Voting<br>Power(1) | Voting<br>Power | Dispositive<br>Power(1) | Dispositive<br>Power | Ownership(1) | of<br>Class<br>(1, 3) |
| VNK              | 1,680,033           | 1,680,033          | 0               | 1,680,033               | 0                    | 1,680,033    | 2.9%                  |

- (1) Represents the number of shares of Class A Common Stock and the number of shares of Class A Common Stock issuable upon exercise of options, warrants and other convertible securities that are exercisable within 60 days of the date of this statement on Schedule 13G currently beneficially owned by the Reporting Person.
- (2) VNK is a limited liability company owned by family trusts formed for the benefit of Vinod Khosla's adult children. Mr. Khosla has no power to elect a new manager of VNK and has no power to revoke such trusts or appoint or remove the trustees of such trusts. Mr. Khosla has no power to vote or dispose of the shares beneficially owned by VNK. Because Mr. Khosla from time to time recommends certain specific investments to VNK, VNK may be deemed to be in a group with Mr. Khosla within the meaning of Section 13(d)(3) of the Act with respect to those investments. VNK and Mr. Khosla expressly disclaim status as a group for purposes of this Schedule 13G.
- (3) The percentage set forth above is calculated based on 56,786,478 shares of Class A Common Stock reported to be outstanding as of November 1, 2015 as set forth in the Issuer's Quarterly Report.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof, the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person:**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:**

Not applicable.

**Item 8. Identification and Classification of Members of the Group:**

Not applicable.

**Item 9. Notice of Dissolution of Group:**

Not applicable.

**Item 10. Certification:**

Not applicable.



SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2016

**VNK MANAGEMENT LLC**

By: /s/ Kimberly Totah  
Name: Kimberly Totah  
Title: Special Manager