

RingCentral Inc
Form S-1MEF
March 05, 2014

As filed with the Securities and Exchange Commission on March 5, 2014

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT

Under

The Securities Act of 1933

RINGCENTRAL, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7372
(Primary Standard Industrial
Classification Code Number)
1400 Fashion Island Blvd., 7th Floor,
San Mateo, California 94404

94-3322844
(I.R.S. Employer
Identification Number)

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(650) 472-4100

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Vladimir G. Shmunis

Chief Executive Officer

RingCentral, Inc.

1400 Fashion Island Blvd., 7th Floor,

San Mateo, California 94404

(650) 472-4100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Jeffrey D. Saper

John H. Marlow

Eric C. Jensen

Nathaniel P. Gallon

Senior Vice President

Andrew S. Williamson

Wilson Sonsini Goodrich & Rosati, P.C.

and General Counsel

Cooley LLP

650 Page Mill Road

RingCentral, Inc.

101 California Street, 5th Floor

Palo Alto, California 94304

1400 Fashion Island Blvd., 7th Floor,

San Francisco, California 94111

(650) 493-9300

San Mateo, California 94404

(415) 693-2000

(650) 472-4100

Approximate date of commencement of proposed sale to the public: **As soon as practicable after this Registration Statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-194132

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|-------------------------|---|---------------------------|--------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input checked="" type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

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CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered ⁽¹⁾ | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee ⁽²⁾ |
|---|--|--|--|--|
| Class A Common Stock, \$0.0001 par value per share | 1,380,000 | \$21.50 | \$29,670,000 | \$3,821.50 |

(1) Represents only the additional number of shares being registered and includes 180,000 additional shares of common stock that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the registration statement on Form S-1 (File No. 333-194132).

(2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum offering price per share. The Registrant previously registered securities at a proposed maximum aggregate offering price not to exceed \$150,627,000 on a registration statement on Form S-1 (File No. 333-194132), which was declared effective by the Securities and Exchange Commission on March 5, 2014. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$29,670,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

RingCentral, Inc., a Delaware corporation (RingCentral), is filing this registration statement with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1 (File No. 333-194132) originally filed on February 26, 2014, as amended, or the Prior Registration Statement, and which the Securities and Exchange Commission, or the Commission, declared effective on March 5, 2014.

RingCentral is filing this registration statement for the sole purpose of increasing by 1,380,000 shares the number of shares of its Class A common stock, par value \$0.0001 per share, to be registered for issuance and sale, which number includes 180,000 additional shares of Class A common stock that the underwriters have the option to purchase. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement, and all exhibits to the Prior Registration Statement, are hereby incorporated by reference into this registration statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and are filed herewith.

UNDERTAKING

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth in the cover page of this registration statement by wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on March 6, 2014); (ii) it will not revoke such instruction; (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee; and (iv) it will confirm receipt of such instructions by its bank during the bank's regular business hours no later than March 6, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Mateo, State of California on March 5, 2014.

RINGCENTRAL, INC.

By: /s/ Vladimir Shmunis
Name: Vladimir Shmunis

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on the date indicated:

| Signature | Title | Date |
|--|---|---------------|
| /s/ Vladimir Shmunis Vladimir Shmunis | Chief Executive Officer, Chairman and Director (principal executive officer) | March 5, 2014 |
| /s/ Clyde Hosein Clyde Hosein | Chief Financial Officer (principal financial officer and principal accounting officer) | March 5, 2014 |
| * Douglas Leone | Director | March 5, 2014 |
| * Robert Theis | Director | March 5, 2014 |
| * David Weiden | Director | March 5, 2014 |
| * Neil Williams | Director | March 5, 2014 |
| Bobby Yerramilli-Rao | | |

*By: /s/ Vladimir Shmunis
Vladimir Shmunis

As Attorney-in-Fact

EXHIBIT INDEX

Exhibit

| Number | Description |
|---------------|--|
| 5.1 | Opinion of Wilson Sonsini Goodrich & Rosati, P.C. |
| 23.1 | Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1). |
| 23.2 | Consent of KPMG LLP, independent registered public accounting firm. |
| 24.1 | Power of Attorney (see page II-6 of the Registration Statement on Form S-1 (File No. 333-194132) originally filed on February 26, 2014). |