

RingCentral Inc  
Form SC 13G/A  
February 17, 2015

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

SCHEDULE 13G/A  
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2  
Under the Securities Exchange Act of 1934  
(Amendment No.1)\*

RingCentral, Inc.  
(Name of Issuer)

Class A Common Stock  
(Title of Class of Securities)

76680R206  
(CUSIP Number)

December 31, 2014

(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 disclosures provided in a prior cover page. The information required on 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).

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1.

NAME OF REPORTING PERSON

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Brookside Capital Trading Fund, L.P.

2.

(a) 0

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(b) 0

3.

SEC USE ONLY

4.

CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

5.

SOLE VOTING POWER

0 Shares

6.

SHARED VOTING POWER  
0

7.

SOLE DISPOSITIVE POWER

0 Shares

8.

SHARED DISPOSITIVE POWER  
0

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares

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10.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12.

TYPE OF REPORTING PERSON

PN

Item 1(a). Name of Issuer

The name of the issuer to which this filing on Schedule  
13G/A relates is RingCentral, Inc. (the  
"Company").

Item 1(b). Address of Issuer's Principal Executive Offices

The principal executive offices of the Company are located  
at 1400 FASHION ISLAND BLVD,  
SUITE 700, SAN MATEO, CA 94404.

Item 2(a). Name of Person Filing

This Statement is being filed on behalf of Brookside  
Capital Trading Fund, L.P., a  
Delaware limited partnership ("Trading Fund"), whose sole general  
partner is Brookside Capital Investors  
II, L.P., a Delaware limited partnership ("Brookside Investors II"),  
whose sole general partner is  
Brookside Capital Management, LLC, a Delaware limited liability  
company ("Brookside Management").

Item 2(b). Address of Principal Business Office or, if none,  
Residence

The principal business address of each of Trading Fund,  
Brookside Investors II, and Brookside  
Management is John Hancock Tower, 200 Clarendon Street, Boston,  
MA 02116.

Item 2(c). Citizenship

Each of the Trading Fund, Brookside Investors II and  
Brookside Management is organized under  
the laws of the State of Delaware.

Item 2(d). Title of Class of Securities

The class of equity securities of the Company to which  
this filing on Schedule 13G relates is  
Class A Common Stock ("Common Stock").

Item 2(e). CUSIP Number

The CUSIP number of the Company's Common Stock is 76680R206.

Item 3. If this statement is filed pursuant to 240.13d-1(b) or  
240.13d-2(b) or (c), check  
whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the  
Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15  
U.S.C. 73c).

(c) ☐ Insurance company as defined in section 3(a)(19) of  
the Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under section 8 of the  
Investment Company Act of 1940 (15  
U.S.C. 80a-8).

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- (e) ☐ An investment adviser in accordance with 13d-1(b)(1)(ii)(E).
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G).
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(J).

☒ If this statement is filed pursuant to 240.13d-1(c), check this box.

### Item 4. Ownership

#### Item 4(a). Amount beneficially owned

As of the close of business on December 31, 2014, the Trading Fund beneficially owned 0 shares of the Common Stock of the Company.

#### Item 4(b). Percent of Class

As of the close of business on December 31, 2014, the Trading Fund was the beneficial owner of 0.00% of the Common Stock of the Company.

#### Item 4(c). Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0 Shares

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 0 Shares

(iv) shared power to dispose or to direct the disposition of: 0

### 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 person has ceased to be the beneficial owner of more than 5% 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

By signing below, the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction

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having that purpose or effect.

Dated: February 13, 2014

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.

BROOKSIDE CAPITAL TRADING FUND, L.P.

By: Brookside Capital Investors II, L.P.,  
its general partner

By: Brookside Capital Management, LLC,  
its general partner

By:

—  
Name: William E. Pappendick IV  
Title: Managing Director