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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 28, 2024**

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**RINGCENTRAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36089**  
(Commission  
File Number)

**94-3322844**  
(IRS Employer  
Identification No.)

**20 Davis Drive, Belmont, CA 94002**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (650) 472-4100**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Class A Common Stock par value \$0.0001</b>	<b>RNG</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01 Other Events.**

*Filing of Prospectus Supplement*

The Company filed with the Securities and Exchange Commission a prospectus supplement dated February 28, 2024 (the “Prospectus Supplement”) to the prospectus dated February 22, 2024, which was included in the Company’s automatic shelf registration statement on Form S-3 (No. 333-277294)(the “Registration Statement”). The Prospectus Supplement relates to the resale from time to time of certain shares of the Company’s Class A Common Stock, \$0.0001 par value per share (the “Shares”), by the stockholder referenced therein. In connection with the filing of the Prospectus Supplement, the legal opinion as to the legality of the Shares being registered is being filed as [Exhibit 5.1](#) to this Current Report on Form 8-K and is incorporated herein and into the Registration Statement by reference.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">5.1</a>	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1).
104	Cover Page Interactive Data File (formatted as inline XBRL).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**RINGCENTRAL, INC.**

Date: March 1, 2024

By: /s/ John Marlow

Name: John Marlow

Title: Chief Administrative Officer



Wilson Sonsini Goodrich & Rosati  
Professional Corporation

650 Page Mill Road  
Palo Alto, California 94304-1050

O: 650.493.9300  
F: 866.974.7329

February 28, 2024

RingCentral, Inc.  
20 Davis Drive  
Belmont, California

**Re: Registration Statement on Form S-3**

Ladies and Gentlemen:

We have acted as counsel to RingCentral, Inc., a Delaware corporation (the “Company”), in connection with the registration by the Company of 254,731 shares (the “Shares”) of the Company’s Class A Common Stock, \$0.0001 par value per share, issued to that certain selling stockholder referred to in the prospectus supplement dated February 28, 2024 (the “Prospectus Supplement”), pursuant to that certain Purchase and Sale Agreement, dated November 8, 2021, by and among the Company, Mitel US Holdings, Inc., and Mitel Networks (International) Limited, as amended, and the Framework Agreement, dated November 8, 2021, by and among the Company, Mitel US Holdings, Inc. and Mitel Networks, Inc., effective as of November 9, 2021, as amended. The Shares have been registered pursuant to a registration statement on Form S-3 (Registration No. 333-277294) (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission on February 23, 2024.

We are acting as counsel for the Company in connection with the issuance and registration of the Shares. In such capacity, we have examined the Registration Statement, together with the exhibits thereto and the documents incorporated by reference therein; the base prospectus, dated February 22, 2024, together with the documents incorporated by reference therein, filed with the Registration Statement relating to the offering of each of the Shares (the “Prospectus”); and the Prospectus Supplement in the form filed with the Commission pursuant to Rule 424(b) of the Securities Act relating to the registration and resale of the Shares. In addition, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the instruments, documents, certificates and records we have reviewed; (iv) that the Shares will be issued and sold in compliance with applicable U.S. federal and state securities laws and in the manner stated in the Registration Statement and the Prospectus Supplement; and (v) the legal capacity of all natural persons. As to any facts material to the opinions expressed herein that were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company. We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America.

On the basis of the foregoing, we are of the opinion that the Shares have been duly authorized and are validly issued, fully paid and nonassessable.

AUSTIN    BEIJING    BOSTON    BOULDER    BRUSSELS    HONG KONG    LONDON    LOS ANGELES    NEW YORK    PALO ALTO  
SALT LAKE CITY    SAN DIEGO    SAN FRANCISCO    SEATTLE    SHANGHAI    WASHINGTON, DC    WILMINGTON, DE

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RingCentral, Inc.  
February 28, 2024  
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We hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 8-K and the incorporation by reference of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption “Legal Matters” included in or made a part of the Registration Statement and the Prospectus Supplement.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.