

BOX INC

Form 3

January 22, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Scale Venture Partners III,
 L.P.

(Last) (First) (Middle)

950 TOWER LANE, SUITE
 700,

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 01/22/2015

3. Issuer Name and Ticker or Trading Symbol
 BOX INC [BOX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
 (Instr. 4)

2. Amount of Securities Beneficially Owned
 (Instr. 4)

3. Ownership Form:
 Direct (D)
 or Indirect (I)
 (Instr. 5)

4. Nature of Indirect Beneficial Ownership
 (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
 (Instr. 4)

2. Date Exercisable and Expiration Date
 (Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
 (Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
 (Instr. 5)

Edgar Filing: BOX INC - Form 3

| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------|-------|-------|----------------------------------------|-----------|--------|----------------------------------|------------------|
| Series C Preferred Stock | Â (1) | Â (1) | Existing Class A Common Stock | 6,170,618 | \$ (1) | I | See footnote (2) |
| Series D Preferred Stock | Â (3) | Â (3) | Existing Class A Common Stock | 503,056 | \$ (3) | I | See footnote (2) |
| Series E Preferred Stock | Â (4) | Â (4) | Existing Class A Common Stock | 38,183 | \$ (4) | I | See footnote (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Scale Venture Partners III, L.P. 950 TOWER LANE, SUITE 700 FOSTER CITY,Â CAÂ 94404 | Â | Â X | Â | Â |
| Scale Venture Management III, LLC 950 TOWER LANE, SUITE 700 FOSTER CITY,Â CAÂ 94404 | Â | Â X | Â | Â |
| Bishop Stacey C/O SCALE VENTURE MANAGEMENT III, LLC 950 TOWER LANE, SUITE 700 FOSTER CITY,Â CAÂ 94404 | Â | Â X | Â | Â |
| MITCHELL KATE C/O SCALE VENTURE MANAGEMENT III, LLC 950 TOWER LANE, SUITE 700 FOSTER CITY,Â CAÂ 94404 | Â | Â X | Â | Â |
| Vitus Andrew L. C/O SCALE VENTURE MANAGEMENT III, LLC 950 TOWER LANE, SUITE 700 FOSTER CITY,Â CAÂ 94404 | Â | Â X | Â | Â |

Signatures

By: Rory O'Driscoll, Managing Member of Scale Venture Management III, LLC, General Partner

01/22/2015

__Signature of Reporting Person

Date

/s/ Rory O'Driscoll, Managing Member

01/22/2015

__Signature of Reporting Person

Date

Edgar Filing: BOX INC - Form 3

/s/ Stacey Bishop

01/22/2015

Signature of Reporting Person

Date

/s/ Kate Mitchell

01/22/2015

Signature of Reporting Person

Date

/s/ Andrew Vitus

01/22/2015

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Subject to certain adjustments, the Series C Preferred Stock is convertible into the Issuer's existing Class A Common Stock ("Existing Class A Common Stock") on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series C Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
- (2) The shares are held of record by Scale Venture Partners III, L.P. (SVP III). Scale Venture Management III, LLC (SVM III), the general partner of SVP III, has sole voting and dispositive power with respect to the shares held by SVP III. Stacey Bishop, Kate Mitchell, Rory O'Driscoll and Andy Vitus, the managing members of SVM III, share voting and dispositive power with respect to the shares held by SVP III. The reporting persons disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
- (3) Subject to certain adjustments, the Series D Preferred Stock is convertible into the Issuer's Existing Class A Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series D Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
- (4) Subject to certain adjustments, the Series E Preferred Stock is convertible into the Issuer's Existing Class A Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series E Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.

Â

Remarks:

The reporting persons may be deemed to have beneficial ownership of more than 10% of the Issu

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.