

BOX INC

Form 3

January 22, 2015

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
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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 \*

Meritech Capital Associates  
IV, L.L.C.

(Last) (First) (Middle)

245 LYTTON AVENUE, SUITE  
125

(Street)

PALO ALTO, CA 94301

(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)

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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  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series D Preferred Stock	Â (1)	Â (1)	Existing Class A Common Stock	4,012,366	\$ (1)	I	See footnote (2)
Series D Preferred Stock	Â (1)	Â (1)	Existing Class A Common Stock	99,086	\$ (1)	I	See footnote (3)
Series D-1 Preferred Stock	Â (1)	Â (1)	Existing Class A Common Stock	486,042	\$ (1)	I	See footnote (2)
Series D-1 Preferred Stock	Â (1)	Â (1)	Existing Class A Common Stock	12,003	\$ (1)	I	See footnote (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meritech Capital Associates IV, L.L.C. 245 LYTTON AVENUE, SUITE 125 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
Meritech Capital Partners IV L.P. 245 LYTTON AVENUE, SUITE 125 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
Meritech Capital Affiliates IV L.P. 245 LYTTON AVENUE, SUITE 125 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
Sherman Craig 245 LYTTON AVENUE, SUITE 125 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
MADERA PAUL S 245 LYTTON AVENUE, SUITE 125 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
GORDON MICHAEL B 245 LYTTON AVENUE, SUITE 125 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
Bischof George 245 LYTTON AVENUE, SUITE 125 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â

Ward Rob  
245 LYTTON AVENUE, SUITE 125  
PALO ALTO, CA 94301

## Signatures

/s/ Joel Backman, attorney-in-fact for Meritech Capital Associates IV L.L.C.	01/22/2015
_____ **Signature of Reporting Person	Date
/s/ Joel Backman, attorney-in-fact for Meritech Capital Partners IV L.P.	01/22/2015
_____ **Signature of Reporting Person	Date
/s/ Joel Backman, attorney-in-fact for Meritech Capital Affiliates IV L.P.	01/22/2015
_____ **Signature of Reporting Person	Date
/s/ Joel Backman, attorney-in-fact for Craig Sherman	01/22/2015
_____ **Signature of Reporting Person	Date
/s/ Joel Backman, attorney-in-fact for Paul Madera	01/22/2015
_____ **Signature of Reporting Person	Date
/s/ Joel Backman, attorney-in-fact for Michael Gordon	01/22/2015
_____ **Signature of Reporting Person	Date
/s/ Joel Backman, attorney-in-fact for George Bischof	01/22/2015
_____ **Signature of Reporting Person	Date
/s/ Joel Backman, attorney-in-fact for Rob Ward	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 D Preferred Stock and Series D-1 Preferred Stock are convertible into the Issuer's existing Class A Common Stock ("Existing Class A Common Stock") on a 1:1 basis and have no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series D Preferred Stock and Series D-1 Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
- The reported securities are held of record by Meritech Capital Partners IV L.P. ("MCP IV"). Meritech Capital Associates IV L.L.C., the general partner of MCP IV, has sole voting and dispositive power with respect to the securities held by MCP IV. Paul S. Madera, Michael B. Gordon, Robert D. Ward, George H. Bischof and Craig Sherman, the managing members of Meritech Capital Associates IV L.L.C., share voting and dispositive power with respect to the shares held by MCP IV. Such persons and entities disclaim beneficial ownership of the securities held by MCP IV except to the extent of any pecuniary interest therein.
- (2) The reported securities are held of record by Meritech Capital Affiliates IV L.P. ("MCA IV"). Meritech Capital Associates IV L.L.C., the general partner of MCA IV, has sole voting and dispositive power with respect to the securities held by MCA IV. Paul S. Madera, Michael B. Gordon, Robert D. Ward, George H. Bischof and Craig Sherman, the managing members of Meritech Capital Associates IV L.L.C., share voting and dispositive power with respect to the shares held by MCA IV. Such persons and entities disclaim beneficial ownership of the securities held by MCA IV except to the extent of any pecuniary interest therein.
- (3) The reported securities are held of record by Meritech Capital Partners IV L.P. ("MCP IV"). Meritech Capital Associates IV L.L.C., the general partner of MCP IV, has sole voting and dispositive power with respect to the securities held by MCP IV. Paul S. Madera, Michael B. Gordon, Robert D. Ward, George H. Bischof and Craig Sherman, the managing members of Meritech Capital Associates IV L.L.C., share voting and dispositive power with respect to the shares held by MCP IV. Such persons and entities disclaim beneficial ownership of the securities held by MCP IV except to the extent of any pecuniary interest therein.

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.