

BOX INC

Form 4

January 28, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(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. Issuer Name **and** Ticker or Trading
Symbol
BOX INC [BOX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Existing Class A Common Stock	01/28/2015		C		4,498,408	A	<u>(1)</u> <u>(2)</u>	4,498,408	I	See footnote <u>(3)</u>
Existing Class A Common Stock	01/28/2015		C		111,089	A	<u>(1)</u> <u>(2)</u>	111,089	I	See footnote <u>(4)</u>
Existing Class A Common Stock ⁽⁵⁾	01/28/2015		J		4,498,408	D	<u>(5)</u>	0	I	See footnote <u>(3)</u>

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Existing Class A Common Stock <u>(5)</u>	01/28/2015	J	111,089	D	<u>(5)</u>	0	I	See footnote (4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Series D Preferred Stock	<u>(1)</u>	01/28/2015		C			4,012,366	<u>(1)</u>	<u>(1)</u>	Existing Class A Common Stock	4,012,366
Series D Preferred Stock	<u>(1)</u>	01/28/2015		C			99,086	<u>(1)</u>	<u>(1)</u>	Existing Class A Common Stock	99,086
Series D-1 Preferred Stock	<u>(2)</u>	01/28/2015		C			486,042	<u>(2)</u>	<u>(2)</u>	Existing Class A Common Stock	486,042
Series D-1 Preferred Stock	<u>(2)</u>	01/28/2015		C			12,003	<u>(2)</u>	<u>(2)</u>	Existing Class A Common Stock	12,003
Class B Common Stock <u>(6)</u>	<u>(6)</u>	01/28/2015		J		4,498,408		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	4,498,408
Class B Common Stock <u>(6)</u>	<u>(6)</u>	01/28/2015		J		111,089		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	111,089

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, CA 94301		X		
Meritech Capital Partners IV L.P. 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301		X		
Meritech Capital Affiliates IV L.P. 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301		X		
Sherman Craig 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301		X		
MADERA PAUL S 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301		X		
GORDON MICHAEL B 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301		X		
Bischof George 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301		X		
Ward Rob 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301		X		

Signatures

/s/ Joel Backman, attorney-in-fact for Meritech Capital Associates IV L.L.C. 01/28/2015

__Signature of Reporting Person

Date

/s/ Joel Backman, attorney-in-fact for Meritech Capital Partners IV L.P. 01/28/2015

__Signature of Reporting Person

Date

/s/ Joel Backman, attorney-in-fact for Meritech Capital Affiliates IV L.P. 01/28/2015

__Signature of Reporting Person

Date

/s/ Joel Backman, attorney-in-fact for Craig Sherman 01/28/2015

__Signature of Reporting Person

Date

/s/ Joel Backman, attorney-in-fact for Paul Madera 01/28/2015

__Signature of Reporting Person

Date

01/28/2015

Date _____

01/28/2015

Date _____

01/28/2015

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) The Series D Preferred Stock automatically converted into the Issuer's existing Class A Common Stock ("Existing Class A Common Stock") on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (2) The Series D-1 Preferred Stock automatically converted into Existing Class A Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- 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.
- (3) The reported securities are held of record by Meritech Capital Associates 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.
- (5) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Existing Class A Common Stock, each share of Existing Class A Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- (6) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

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.