

BOX INC

Form 4

January 29, 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 *
McGoff Peter M

(Last) (First) (Middle)

4440 EL CAMINO REAL

(Street)

LOS ALTOS, CA 94022

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

SVP, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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 Ownership (Instr. 4)
Existing Class A Common Stock	01/28/2015		C	31,250 (1) (2)	D (2) 0	D	
Existing Class A Common Stock	01/28/2015		C	31,250 (2) (3)	A (2) 31,250	D	
Existing Class A Common Stock	01/28/2015		J	31,250 (3) (4)	D (4) 0	D	

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Class A Common Stock	01/28/2015	J	31,250 (4) (5)	A (4)	31,250	D
Existing Class A Common Stock (2)	01/28/2015	C	150,000 (6)	A (2)	150,000 (6)	D
Existing Class A Common Stock (4)	01/28/2015	J	150,000 (6)	D (4)	0	D

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

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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title
Existing Class B Common Stock (2)	(2)	01/28/2015		C	150,000 (6)	(2) (2)	Existing Class A Common Stock
Class B Common Stock (4) (7)	(7)	01/28/2015		J	150,000 (6)	(7) (7)	Class A Common Stock
Employee Stock Option (right to buy)	\$ 1.16	01/28/2015		C	125,000	(8) 04/26/2022	Existing Class B Common Stock (2)
Employee Stock Option (right to buy)	\$ 1.16	01/28/2015		C	125,000	(8) 04/26/2022	Existing Class A Common Stock (2)

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Employee Stock Option (right to buy)	\$ 1.16	01/28/2015	J	125,000	<u>(8)</u>	04/26/2022	Existing Class A Common Stock <u>(4)</u>	1
Employee Stock Option (right to buy)	\$ 1.16	01/28/2015	J	125,000	<u>(8)</u>	04/26/2022	Class B Common Stock <u>(4)</u> <u>(7)</u>	1
Employee Stock Option (right to buy)	\$ 17.85	01/28/2015	C	25,000	<u>(9)</u>	04/02/2024	Existing Class B Common Stock <u>(2)</u>	2
Employee Stock Option (right to buy)	\$ 17.85	01/28/2015	C	25,000	<u>(9)</u>	04/02/2024	Existing Class A Common Stock <u>(2)</u>	2
Employee Stock Option (right to buy)	\$ 17.85	01/28/2015	J	25,000	<u>(9)</u>	04/02/2024	Existing Class A Common Stock <u>(4)</u>	2
Employee Stock Option (right to buy)	\$ 17.85	01/28/2015	J	25,000	<u>(9)</u>	04/02/2024	Class B Common Stock <u>(4)</u> <u>(7)</u>	2
Employee Stock Option (right to buy)	\$ 14.05	01/28/2015	C	37,500	<u>(10)</u>	01/01/2025	Existing Class B Common Stock <u>(2)</u>	3
Employee Stock Option (right to buy)	\$ 14.05	01/28/2015	C	37,500	<u>(10)</u>	01/01/2025	Existing Class A Common Stock <u>(2)</u>	3
Employee Stock Option (right to buy)	\$ 14.05	01/28/2015	J	37,500	<u>(10)</u>	01/01/2025	Existing Class A Common Stock <u>(4)</u>	3
	\$ 14.05	01/28/2015	J	37,500	<u>(10)</u>	01/01/2025		3

Employee
Stock
Option
(right to
buy)

Class B
Common
Stock ⁽⁴⁾
(7)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McGoff Peter M 4440 EL CAMINO REAL LOS ALTOS, CA 94022	SVP, Gen. Counsel & Secretary

Signatures

/s/ Peter McGoff 01/28/2015

 **Signature of Date
Reporting Person

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) Each share is represented by a restricted stock unit (RSU). Each RSU represents a contingent right to receive one share of the Issuer's existing Class B Common Stock ("Existing Class B Common Stock") upon settlement. Each share of Existing Class B Common Stock is convertible into one share of the Issuer's existing Class A Common Stock ("Existing Class A Common Stock") upon the election of the Issuer and has no expiration date.
- (2) The Issuer's Existing Class B Common 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.
- (3) Each share is represented by an RSU. Each RSU represents a contingent right to receive one share of Existing Class A Common Stock upon settlement.
- (4) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of the Issuer's Existing Class B Common 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.
- (5) Each share is represented by an RSU. Each RSU represents a contingent right to receive one share of the Issuer's Class B common stock upon settlement. 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.
- (6) 50,000 of the shares are subject to repurchase by the Issuer.
- (7) 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.
- (8) 1/4 of the shares subject to the option vested on April 23, 2013, and 1/48 of the shares vest monthly thereafter.
- (9) 1/4 of the shares subject to the option vest on February 1, 2015, and 1/48 of the shares vest monthly thereafter.
- (10) 1/4 of the shares subject to the option vest on March 20, 2016, and 1/48 of the shares vest monthly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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