

BOX INC
Form 3
January 22, 2015

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

OMB APPROVAL

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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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â HERCULES TECHNOLOGY			(Month/Day/Year)	BOX INC [BOX]	
GROWTH CAPITAL INC			01/22/2015		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
400 HAMILTON AVENUE,Â SUITE 310			(Check all applicable)		
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
PALO ALTO,Â CAÂ 94301			<input type="checkbox"/> Officer	<input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below)		(specify below)
					<input type="checkbox"/> 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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (1) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (1)	Existing Class A Common Stock	271,070	\$ (1)	I	See footnote (2)
Series C Preferred Stock	Â (3)	Â (3)	Existing Class A Common Stock	199,219	\$ (3)	D	Â
Series D-1 Preferred Stock	Â (4)	Â (4)	Existing Class A Common Stock	62,255	\$ (4)	D	Â
Series C Preferred Stock	Â (3)	Â (3)	Existing Class A Common Stock	390,625	\$ (3)	I	See footnote (2)
Series D Preferred Stock	Â (5)	Â (5)	Existing Class A Common Stock	158,133	\$ (5)	D	Â
Series D-1 Preferred Stock	Â (4)	Â (4)	Existing Class A Common Stock	124,511	\$ (4)	D	Â
Series D-2 Preferred Stock	Â (6)	Â (6)	Existing Class A Common Stock	220,751	\$ (6)	D	Â
Series E Preferred Stock	Â (7)	Â (7)	Existing Class A Common Stock	38,183	\$ (7)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERCULES TECHNOLOGY GROWTH CAPITAL INC 400 HAMILTON AVENUE SUITE 310 PALO ALTO, CA 94301	Â	Â X	Â	Â

Signatures

/s/Ben Bang, Associate General
Counsel

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).
- Subject to certain adjustments, the Series B Preferred Stock is convertible into 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 B Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
- (1) Hercules Technology Growth Capital, Inc., the manager of Hercules Technology SBIC Management, LLC, the General Partner of Hercules Technology II, L.P., has sole voting and dispositive power with respect to the shares held by Hercules Technology II, L.P. and share voting and dispositive power with respect to the shares held by Hercules Technology II, L.P.
- Subject to certain adjustments, the Series C Preferred Stock is convertible into 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.
- (3) Subject to certain adjustments, the Series D-1 Preferred Stock is convertible into 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-1 Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
- (4) Subject to certain adjustments, the Series D Preferred Stock is convertible into 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.
- (5) Subject to certain adjustments, the Series D-2 Preferred Stock is convertible into 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-2 Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
- (6) Subject to certain adjustments, the Series E Preferred Stock is convertible into 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.
- (7)

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.