

BOX INC
Form 4
January 28, 2015

FORM 4

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

OMB APPROVAL

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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

(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>
Existing Class A Common Stock	01/28/2015		C		111,089	A	<u>(1)</u> <u>(2)</u>
Existing Class A Common Stock <u>(5)</u>	01/28/2015		J		4,498,408	D	<u>(5)</u> 0

See footnote (3)

See footnote (4)

See footnote (3)

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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 <u>(4)</u>
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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.

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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	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
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
Series D Preferred Stock	<u>(1)</u>	01/28/2015		C		99,086	<u>(1)</u>	<u>(1)</u>	Existing Class A Common Stock
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
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
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
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

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

