

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,
2005Estimated average
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 *Â HERCULES TECHNOLOGY
GROWTH CAPITAL INC

(Last) (First) (Middle)

400 HAMILTON
AVENUE,Â SUITE 310

(Street)

PALO ALTO,Â CAÂ 94301

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
01/22/20153. 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)
X Form filed by One Reporting
Person
____ 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 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,Â CAÂ 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).

(1) 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.

(2) 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.

(3) 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.

(4) 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.

(5) 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.

(6) 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.

(7) 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.

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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