

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 *

McGoff Peter M

(Last) (First) (Middle)

4440 EL CAMINO REAL

(Street)

LOS ALTOS, CA 94022

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/22/2015

3. Issuer Name and Ticker or Trading Symbol
BOX INC [BOX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
SVP, Gen. Counsel & Secretary

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

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. 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)

Existing Class A Common Stock

12,500 ⁽¹⁾

D

A

Existing Class A Common Stock

18,750 ⁽²⁾

D

A

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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Existing Class B Common Stock ⁽³⁾	Â ⁽³⁾	Â ⁽³⁾	Existing Class A Common Stock	150,000 ⁽⁴⁾	\$ 0	D	Â
Employee Stock Option (right to buy)	Â ⁽⁵⁾	04/26/2022	Existing Class B Common Stock ⁽³⁾	125,000	\$ 1.16	D	Â
Employee Stock Option (right to buy)	Â ⁽⁶⁾	04/02/2024	Existing Class B Common Stock ⁽³⁾	25,000	\$ 17.85	D	Â
Employee Stock Option (right to buy)	Â ⁽⁷⁾	01/01/2025	Existing Class B Common Stock ⁽³⁾	37,500	\$ 14.05	D	Â

Reporting Owners

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

Signatures

/s/ Peter McGoff 01/22/2015

⁽³⁾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).

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

(1) 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. 1/4 of the RSUs vest on March 20, 2015, and 1/12 of the remaining RSUs vest every three months thereafter.

Each share is represented by an RSU. Each RSU represents a contingent right to receive one share of Existing Class B Common Stock upon settlement. Each share of Existing Class B Common Stock is convertible into one share of Existing Class A Common Stock upon the election of the Issuer and has no expiration date. 1/4 of the RSUs vest on March 20, 2016, and 1/12 of the remaining RSUs vest every three months thereafter.

(3) Each share of Existing Class B Common Stock is convertible into one share of Existing Class A Common Stock upon the election of the Issuer and has no expiration date.

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- (4) 50,000 of the shares are subject to repurchase by the Issuer.
- (5) 1/4 of the shares subject to the option vested on April 23, 2013, and 1/48 of the shares vest monthly thereafter.
- (6) 1/4 of the shares subject to the option vest on February 1, 2015, and 1/48 of the shares vest monthly thereafter.
- (7) 1/4 of the shares subject to the option vest on March 20, 2016, and 1/48 of the shares vest monthly thereafter.

Â

Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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