

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Draper Fisher Jurvetson Fund VIII L
P

(Last) (First) (Middle)

C/O DRAPER FISHER
JURVETSON, 2882 SAND HILL
ROAD, SUITE 150

(Street)

MENLO PARK, CA 94025

(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 (1) (2) (3) (4) (5) (6) (7) | | | |
| Existing Class A Common Stock | 01/28/2015 | | C | | 22,866,047 | A (4) (5) (6) (7) | 23,016,047 | I | See footnotes (8) (9) (10) (11) |
| Existing Class A Common Stock ⁽¹²⁾ | 01/28/2015 | | J | | 23,016,047 | D (12) | 0 | I | See footnotes (8) (9) (10) (11) |

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title |
| | | | | Code | V | (A) | (D) | |
| Series A Preferred Stock <u>(1)</u> | <u>(1)</u> | 01/28/2015 | | C | | | 4,877,906 | <u>(1)</u> <u>(1)</u> Existing Class A Common Stock |
| Series B Preferred Stock <u>(2)</u> | <u>(2)</u> | 01/28/2015 | | C | | | 10,264,545 | <u>(2)</u> <u>(2)</u> Existing Class A Common Stock |
| Series C Preferred Stock <u>(3)</u> | <u>(3)</u> | 01/28/2015 | | C | | | 4,504,703 | <u>(3)</u> <u>(3)</u> Existing Class A Common Stock |
| Series D Preferred Stock <u>(4)</u> | <u>(4)</u> | 01/28/2015 | | C | | | 1,715,928 | <u>(4)</u> <u>(4)</u> Existing Class A Common Stock |
| Series D-1 Preferred Stock <u>(5)</u> | <u>(5)</u> | 01/28/2015 | | C | | | 996,090 | <u>(5)</u> <u>(5)</u> Existing Class A Common Stock |
| Series E Preferred Stock <u>(6)</u> | <u>(6)</u> | 01/28/2015 | | C | | | 229,097 | <u>(6)</u> <u>(6)</u> Existing Class A Common Stock |
| Series E-1 Preferred Stock <u>(7)</u> | <u>(7)</u> | 01/28/2015 | | C | | | 277,778 | <u>(7)</u> <u>(7)</u> Existing Class A Common Stock |
| Class B Common | <u>(20)</u> | 01/28/2015 | | J | | 23,016,047 | | <u>(20)</u> <u>(20)</u> Class A Common |

Stock (20)

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Draper Fisher Jurvetson Fund VIII L P C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | | X | | |
| DRAPER FISHER JURVETSON GROWTH FUND 2006 LP C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | | X | | |
| DRAPER FISHER JURVETION PARTNERS GROWTH FUND 2006 LLC C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | | X | | |

Signatures

/s/ John Fisher, Managing Director

01/28/2015

**Signature of Reporting Person

Date _____

/s/ Mark W. Bailey, Director, DFJ Growth Fund 2006, Ltd., General Partner of Draper Fisher Jurvetson Growth Fund 2006 Partners, L.P., General Partner of Draper Fisher Jurvetson Growth Fund 2006, L.P.

01/28/2015

**Signature of Reporting Person

Date _____

/s/ Mark W. Bailey, Authorized Member

01/28/2015

**Signature of Reporting Person

Date _____

Explanation of Responses:

- | | |
|-----|--|
| * | If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v). |
| ** | Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). |
| (1) | The Series A Preferred Stock automatically converted into the Issuer's existing Class A Common Stock ("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. |
| (2) | The Series B Preferred 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) | The Series C Preferred 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. |
| (4) | The Series D Preferred 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. |
| (5) | The Series D-1 Preferred 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. |

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- (6) The Series E Preferred 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.
- (7) The Series E-1 Preferred 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.
- (8) The General Partner of Draper Associates, L.P. (DALP) is Draper Associates, Inc. which is controlled by its President and majority shareholder, Timothy C. Draper. DALP invests lockstep alongside Draper Fisher Jurvetson Fund VIII, L.P. (Fund VIII) and Draper Fisher Jurvetson Fund IX, L.P. (Fund IX).
- (9) Timothy C. Draper, John H.N. Fisher and Stephen T. Jurvetson are managing directors of the general partner entities of Fund VIII and Fund IX that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Jurvetson Partners VIII, LLC (Partners VIII) invests lockstep alongside Fund VIII. Draper Fisher Jurvetson Partners IX, LLC (Partners IX) invests lockstep alongside Fund IX. The managing members of Partners VIII and Partners IX are Timothy C. Draper, John H.N. Fisher and Stephen T. Jurvetson. These individuals disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (10) John H.N. Fisher, Barry M. Schuler and Mark W. Bailey are managing directors of the general partner entities of Draper Fisher Jurvetson Growth Fund 2006, L.P. (Growth Fund) that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Jurvetson Partners Growth Fund 2006, LLC (Growth Partners) invests lockstep alongside Growth Fund. The managing members of Growth Partners are John H.N. Fisher, Barry M. Schuler, Mark W. Bailey, Timothy C. Draper and Stephen T. Jurvetson. These individuals disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (11) 1,490,740 of these shares are owned directly by DALP, 4,660,560 of these shares are owned directly by Fund IX, 14,904,281 of these shares are owned directly by Fund VIII, 126,295 of these shares are owned directly by Partners IX, 331,206 of these shares are owned directly by Partners VIII, 1,390,544 of these shares are owned directly by Growth Fund, and 112,421 of these shares are owned directly by Growth Partners.
- (12) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred 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.
- (13) 390,233 of these shares are owned directly by DALP, 4,390,115 of these shares are owned directly by Fund VIII, and 97,558 of these shares are owned directly by Partners VIII.
- (14) 821,162 of these shares are owned directly by DALP, 9,238,092 of these shares are owned directly by Fund VIII, and 205,291 of these shares are owned directly by Partners VIII.
- (15) 198,650 of these shares are owned directly by DALP, 3,272,755 of these shares are owned directly by Fund IX, 924,076 of these shares are owned directly by Fund VIII, 88,687 of these shares are owned directly by Partners IX, and 20,535 of these shares are owned directly by Partners VIII.
- (16) 75,670 of these shares are owned directly by DALP, 1,246,655 of these shares are owned directly by Fund IX, 351,998 of these shares are owned directly by Fund VIII, 33,783 of these shares are owned directly by Partners IX, and 7,822 of these shares are owned directly by Partners VIII.
- (17) 921,583 of these shares are owned directly by Growth Fund, and 74,507 of these shares are owned directly by Growth Partners.
- (18) 211,961 of these shares are owned directly by Growth Fund, and 17,136 of these shares are owned directly by Growth Partners.
- (19) 257,000 of these shares are owned directly by Growth Fund, and 20,778 of these shares are owned directly by Growth Partners.
- (20) 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.

Remarks:

This report is filed as form 2 of 2 to report related transactions for the following filers: Draper Fisher Jurvetson Fund VIII, L.P.

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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