

LEVIN DANIEL J

Form 4

June 18, 2018

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 *
LEVIN DANIEL J

(Last) (First) (Middle)

900 JEFFERSON AVENUE

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 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			
Class A Common Stock	06/14/2018		C		658,600	A	<u>1</u>	658,600	I	See footnote <u>(2)</u>
Class A Common Stock	06/15/2018		<u>S</u> ⁽³⁾		78,344	D	\$ <u>26.55</u> ⁽⁴⁾	580,256	I	See footnote <u>(2)</u>
Class A Common Stock	06/15/2018		<u>S</u> ⁽³⁾		1,656	D	\$ <u>26.86</u> ⁽⁵⁾	578,600	I	See footnote <u>(2)</u>
Class A Common Stock								5,790	D	

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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 Am Underlying Sec (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Class B Common Stock	(1)	06/14/2018		C			658,600	(1)	(1)	Class A Common Stock	6
Employee Stock Option (right to buy)	\$ 4.63	06/14/2018		J(6)			300,000	(7)	04/18/2023	Class B Common Stock	3
Employee Stock Option (right to buy)	\$ 4.63	06/14/2018		J(6)		300,000		(7)	04/18/2023	Class A Common Stock	3
Employee Stock Option (right to buy)	\$ 4.63	06/14/2018		J(6)			300,000	(8)	04/18/2023	Class B Common Stock	3
Employee Stock Option (right to buy)	\$ 4.63	06/14/2018		J(6)		300,000		(8)	04/18/2023	Class A Common Stock	3
Employee Stock Option (right to buy)	\$ 17.85	06/14/2018		J(6)			300,000	(9)	04/02/2024	Class B Common Stock	3
Employee Stock Option	\$ 17.85	06/14/2018		J(6)		300,000		(9)	04/02/2024	Class A Common Stock	3

(right to
buy)

Employee
Stock

Option \$ 14.05 06/14/2018

J⁽⁶⁾

188,499

⁽¹⁰⁾

01/01/2025

Class B
Common
Stock

(right to
buy)

Employee
Stock

Option \$ 14.05 06/14/2018

J⁽⁶⁾

188,499

⁽¹⁰⁾

01/01/2025

Class A
Common
Stock

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEVIN DANIEL J 900 JEFFERSON AVENUE REDWOOD CITY, CA 94063	X

Signatures

/s/ David Leeb,
Attorney-in-Fact

06/18/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) This does not represent a sale or purchase of Issuer's common stock; rather, it represents the automatic conversion of shares of the Issuer's Class B Common Stock into shares of the Issuer's Class A Common Stock, which occurred when outstanding Class B Common Stock no longer represented at least 5% of the Issuer's total outstanding common stock, as set forth in the Issuer's Amended and Restated Certificate of Incorporation.

(2) The shares are held of record by Daniel J. Levin and Naomi J. Andrews, as Trustees of the Levin/Andrews Family Trust.

(3) The reported sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 10, 2017.

(4) This sale price represents the weighted average sale price of the shares sold ranging from \$25.85 to \$26.845 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(5) This sale price represents the weighted average sale price of the shares sold ranging from \$26.85 to \$26.87 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(6) In connection with the automatic conversion described in footnote (1) above, outstanding Class B Common Stock restricted stock units and options that were issued under the Issuer's 2011 Equity Incentive Plan and 2006 Stock Incentive Plan remain unchanged, except that the underlying shares are now Class A Common Stock.

(7) 1/96 of the shares subject to the option vest monthly over two years beginning on March 1, 2013, and 1/32 of the shares vest monthly thereafter.

(8) The shares subject to the option are fully vested and exercisable.

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(9) 1/4 of the shares subject to the option vest on February 1, 2015, and 1/48 of the shares vest monthly thereafter.

(10) 1/4 of the shares subject to the option vest on March 20, 2016, and 1/48 of the shares vest monthly thereafter.

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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