

BOX INC

Form 4

October 21, 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 *
Bessemer Venture Partners VIII L.P.

(Last) (First) (Middle)

C/O BESSEMER VENTURE
PARTNERS, 1865 PALMER
AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/19/2015

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	
Class A Common Stock	10/19/2015		C ⁽¹⁾		30,000 (2)	A \$ 0 ⁽¹⁾	30,000 ⁽²⁾ I See Footnote (5)
Class A Common Stock	10/19/2015		S		30,000 (2)	D \$ 13.5892 ⁽³⁾	0 ⁽¹⁾ I See Footnote (5)
Class A Common Stock	10/20/2015		C ⁽¹⁾		25,473 (6)	A \$ 0 ⁽¹⁾	25,473 ⁽⁶⁾ I See Footnote (5)
Class A	10/20/2015		S		25,473	D \$ 0 ⁽¹⁾	I See

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Common Stock	<u>(6)</u>	13,5388 <u>(8)</u>	Footnote <u>(5)</u>
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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 Amount of Underlying Securities (Instr. 3 and 4)		8. P Deri Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(1)	10/19/2015		C	30,000 (2)	(1)	(1)	Class A Common Stock	30,000 (2)	\$
Class B Common Stock	(1)	10/20/2015		C	25,473 (6)	(1)	(1)	Class A Common Stock	25,473 (6)	\$

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Bessemer Venture Partners VIII L.P.
C/O BESSEMER VENTURE PARTNERS
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

X

Deer VIII & Co. Ltd.
C/O BESSEMER VENTURE PARTNERS
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

X

Deer VIII & Co. L.P.
C/O BESSEMER VENTURE PARTNERS
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

X

Bessemer Venture Partners VIII Institutional L.P.
C/O BESSEMER VENTURE PARTNERS
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

X

Signatures

/s/ Scott Ring, General Counsel of Deer VIII & Co. Ltd., General Partner for Deer VIII & Co. L.P., the General Partner of Bessemer Venture Partners VIII Institutional L.P. and Bessemer Venture Partners VIII L.P.

10/21/2015

__Signature of Reporting Person

Date

/s/ Scott Ring, General Counsel of Deer VIII & Co. Ltd., the General Partner for Deer VIII & Co. L.P.

10/21/2015

__Signature of Reporting Person

Date

/s/ Scott Ring, General Counsel of Deer VIII & Co. Ltd.

10/21/2015

__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) 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.

(2) Represents 13,620 shares sold by Bessemer Venture Partners VIII L.P. ("BVP VIII") and 16,380 shares sold by Bessemer Venture Partners VIII Institutional L.P. ("BVP VIII Inst," and together with BVP VIII, the "Funds").

(3) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported Transaction ranged from \$13.50 to \$ 13.720. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

(4) After the reported transaction, BVP VIII owned 2,188,668 shares and BVP VIII Inst owned 2,632,184 shares.

(5) Deer VIII & Co. L.P. ("Deer VIII") is the general partner of each of the Funds. Deer VIII & Co. Ltd ("Deer Ltd.") is the general partner of Deer VIII. Deer VIII disclaims beneficial ownership of the shares held by the Funds (the "Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Shares, except to the extent of its pecuniary interest, if any, in the Shares by virtue of its general partner interests in the Funds. Deer Ltd. disclaims beneficial ownership of the Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Shares, except to the extent of its pecuniary interest, if any, in the Shares by virtue of its general partner interest in Deer VIII.

(6) Represents 11,565 shares sold by BVP VIII and 13,908 shares sold by BVP VIII Inst.

(7) After the reported transaction, BVP VIII owned 2,177,103 shares and BVP VIII Inst owned 2,618,276 shares.

(8) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported Transaction ranged from \$13.50 to \$13.820. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

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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