

BOX INC  
Form 4  
January 29, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEVIN DANIEL J

(Last) (First) (Middle)  
4440 EL CAMINO REAL  
(Street)

LOS ALTOS, CA 94022

(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  10% Owner  
 Officer (give title below)  Other (specify below)  
President & COO

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 Ownership (Instr. 4) |   |                             |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|-----------------------------|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |                             |
| Existing Class A Common Stock <sup>(1)</sup> | 01/28/2015                           |  | J                              |   | 1,286,254 <sup>(2)</sup>  | D  | <u>(1)</u> 0                      | I | See footnote <sup>(3)</sup> |
| Existing Class A Common Stock <sup>(1)</sup> | 01/28/2015                           |  | J                              |   | 134,184 <sup>(2)</sup>  | D  | <u>(1)</u> 0                      | I | See footnote <sup>(4)</sup> |
| Existing Class A Common Stock <sup>(1)</sup> | 01/28/2015                           |  | J                              |   | 134,184 <sup>(2)</sup>  | D  | <u>(1)</u> 0                      | I | See footnote <sup>(5)</sup> |

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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) |         | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Underlying Security (Instr. 3 and 4)  |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------|--|
|  |  |                                      |  |                                | (A)  | (D)     | Date Exercisable   | Expiration Date |  |
| Class B Common Stock <sup>(1)</sup> <sub>(6)</sub> | <u>(6)</u>   | 01/28/2015                           |  | J                              | 1,286,254  |         | <u>(6)</u>   | <u>(6)</u>      | Class A Common Stock                               |
| Class B Common Stock <sup>(1)</sup> <sub>(6)</sub> | <u>(6)</u>   | 01/28/2015                           |  | J                              | 134,184  |         | <u>(6)</u>   | <u>(6)</u>      | Class A Common Stock                               |
| Class B Common Stock <sup>(1)</sup> <sub>(6)</sub> | <u>(6)</u>   | 01/28/2015                           |  | J                              | 134,184  |         | <u>(6)</u>   | <u>(6)</u>      | Class A Common Stock                               |
| Employee Stock Option (right to buy)               | \$ 4.63  | 01/28/2015                           |  | C                              |  | 300,000 | <u>(7)</u>   | 04/18/2023      | Existing Class B Common Stock <sup>(8)</sup>       |
| Employee Stock Option (right to buy)               | \$ 4.63  | 01/28/2015                           |  | C                              | 300,000  |         | <u>(7)</u>   | 04/18/2023      | Existing Class A Common Stock <sup>(8)</sup>       |
| Employee Stock Option (right to buy)               | \$ 4.63  | 01/28/2015                           |  | J                              |  | 300,000 | <u>(7)</u>   | 04/18/2023      | Existing Class A Common Stock <sup>(1)</sup>       |
| Employee Stock Option (right to                    | \$ 4.63  | 01/28/2015                           |  | J                              | 300,000  |         | <u>(7)</u>   | 04/18/2023      | Class B Common Stock <sup>(1)</sup> <sub>(6)</sub> |

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|                                      |          |            |   |         |             |            |   |  |  |
|--------------------------------------|----------|------------|---|---------|-------------|------------|---|--|--|
| buy)                                 |          |            |   |         |             |            |   |  |  |
| Employee Stock Option (right to buy) | \$ 4.63  | 01/28/2015 | C | 300,000 | <u>(9)</u>  | 04/18/2023 | Existing Class B Common Stock <u>(8)</u>      |  |  |
| Employee Stock Option (right to buy) | \$ 4.63  | 01/28/2015 | C | 300,000 | <u>(9)</u>  | 04/18/2023 | Existing Class A Common Stock <u>(8)</u>      |  |  |
| Employee Stock Option (right to buy) | \$ 4.63  | 01/28/2015 | J | 300,000 | <u>(9)</u>  | 04/18/2023 | Existing Class A Common Stock <u>(1)</u>      |  |  |
| Employee Stock Option (right to buy) | \$ 4.63  | 01/28/2015 | J | 300,000 | <u>(9)</u>  | 04/18/2023 | Class B Common Stock <u>(1)</u><br><u>(6)</u> |  |  |
| Employee Stock Option (right to buy) | \$ 17.85 | 01/28/2015 | C | 300,000 | <u>(10)</u> | 04/02/2024 | Existing Class B Common Stock <u>(8)</u>      |  |  |
| Employee Stock Option (right to buy) | \$ 17.85 | 01/28/2015 | C | 300,000 | <u>(10)</u> | 04/02/2024 | Existing Class A Common Stock <u>(8)</u>      |  |  |
| Employee Stock Option (right to buy) | \$ 17.85 | 01/28/2015 | J | 300,000 | <u>(10)</u> | 04/02/2024 | Existing Class A Common Stock <u>(1)</u>      |  |  |
| Employee Stock Option (right to buy) | \$ 17.85 | 01/28/2015 | J | 300,000 | <u>(10)</u> | 04/02/2024 | Class B Common Stock <u>(1)</u><br><u>(6)</u> |  |  |
| Employee Stock Option (right to buy) | \$ 14.05 | 01/28/2015 | C | 250,000 | <u>(11)</u> | 01/01/2025 | Existing Class B Common Stock <u>(8)</u>      |  |  |



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- (8) The Existing Class B Common Stock underlying the reported option 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.
- (9) The shares subject to the option are fully vested and exercisable.
- (10) 1/4 of the shares subject to the option vest on February 1, 2015, and 1/48 of the shares vest monthly thereafter.
- (11) 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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