

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 \*  
Levie Aaron

(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)  
Chief Executive Officer

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		2,565,372	D	0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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
Class B Common Stock <sup>(1)</sup> <sub>(2)</sub>	<u>(2)</u>	01/28/2015		J	2,565,372	<u>(2)</u>	<u>(2)</u>	Class A Common Stock
Employee Stock Option (right to buy)	\$ 0.29	01/28/2015		J	588,841	<u>(3)</u>	07/14/2020	Existing Class A Common Stock <sup>(1)</sup>
Employee Stock Option (right to buy)	\$ 0.29	01/28/2015		J	588,841	<u>(3)</u>	07/14/2020	Class B Common Stock <sup>(1)</sup> <sub>(2)</sub>
Employee Stock Option (right to buy)	\$ 0.59	01/28/2015		J	25,000	<u>(3)</u>	04/06/2021	Existing Class A Common Stock <sup>(1)</sup>
Employee Stock Option (right to buy)	\$ 0.59	01/28/2015		J	25,000	<u>(3)</u>	04/06/2021	Class B Common Stock <sup>(1)</sup> <sub>(2)</sub>
Employee Stock Option (right to buy)	\$ 1.16	01/28/2015		C	770,000	<u>(4)</u>	04/01/2022	Existing Class B Common Stock <sup>(5)</sup>
Employee Stock Option (right to buy)	\$ 1.16	01/28/2015		C	770,000	<u>(4)</u>	04/01/2022	Existing Class A Common Stock <sup>(5)</sup>
Employee Stock Option	\$ 1.16	01/28/2015		J	770,000	<u>(4)</u>	04/01/2022	Existing Class A Common

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(right to buy)								Stock <sup>(1)</sup>
Employee Stock Option (right to buy)	\$ 1.16	01/28/2015	J	770,000		<sup>(4)</sup>	04/01/2022	Class B Common Stock <sup>(1)</sup> <sub>(2)</sub>
Employee Stock Option (right to buy)	\$ 4	01/28/2015	C	410,000		<sup>(6)</sup>	04/01/2022	Existing Class B Common Stock <sup>(5)</sup>
Employee Stock Option (right to buy)	\$ 4	01/28/2015	C	410,000		<sup>(6)</sup>	04/01/2022	Existing Class A Common Stock <sup>(5)</sup>
Employee Stock Option (right to buy)	\$ 4	01/28/2015	J	410,000		<sup>(6)</sup>	04/01/2022	Existing Class A Common Stock <sup>(1)</sup>
Employee Stock Option (right to buy)	\$ 4	01/28/2015	J	410,000		<sup>(6)</sup>	04/01/2022	Class B Common Stock <sup>(1)</sup> <sub>(2)</sub>
Employee Stock Option (right to buy)	\$ 4	01/28/2015	C	410,000		<sup>(7)</sup>	04/01/2022	Existing Class B Common Stock <sup>(5)</sup>
Employee Stock Option (right to buy)	\$ 4	01/28/2015	C	410,000		<sup>(7)</sup>	04/01/2022	Existing Class A Common Stock <sup>(5)</sup>
Employee Stock Option (right to buy)	\$ 4	01/28/2015	J	410,000		<sup>(7)</sup>	04/01/2022	Existing Class A Common Stock <sup>(1)</sup>
Employee Stock Option (right to buy)	\$ 4	01/28/2015	J	410,000		<sup>(7)</sup>	04/01/2022	Class B Common Stock <sup>(1)</sup> <sub>(2)</sub>

buy)								
Employee Stock Option (right to buy)	\$ 4	01/28/2015	C	410,000	<u>(8)</u>	04/26/2022	Existing Class B Common Stock <u>(5)</u>	
Employee Stock Option (right to buy)	\$ 4	01/28/2015	C	410,000	<u>(8)</u>	04/26/2022	Existing Class A Common Stock <u>(5)</u>	
Employee Stock Option (right to buy)	\$ 4	01/28/2015	J	410,000	<u>(8)</u>	04/26/2022	Existing Class A Common Stock <u>(1)</u>	
Employee Stock Option (right to buy)	\$ 4	01/28/2015	J	410,000	<u>(8)</u>	04/26/2022	Class B Common Stock <u>(1)</u> <u>(2)</u>	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levie Aaron 4440 EL CAMINO REAL LOS ALTOS, CA 94022	X	X	Chief Executive Officer	

## Signatures

/s/ Peter McGoff,  
Attorney-in-Fact

01/28/2015

\_\_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) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of the Issuer's existing Class B Common Stock ("Existing Class B Common Stock") into the Issuer's existing Class A Common Stock ("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.
- (2) 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.
- (3) The shares subject to the option are fully vested and exercisable.
- (4) 1/48 of the shares subject to the option vested on February 1, 2012, and 1/48 of the shares vest monthly thereafter.

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- (5) 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.
- (6) 1/48 of the shares subject to the option vested on February 1, 2013, and 1/48 of the shares vest monthly thereafter.
- (7) 1/48 of the shares subject to the option vested on February 1, 2014, and 1/48 of the shares vest monthly thereafter.
- (8) 1/48 of the shares subject to the option vest on February 1, 2015, 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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