Levie Aaron
Form 4
June 18, 2018

# FORM 4

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

**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

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Levie Aaron

(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)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | | 2,565,372 | A | $ 0 (1) | 2,598,072 | D | |

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

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SEC 1474 (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 A Underlying S (Instr. 3 and 4 |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | Date Exercisable | Expiration Date | Title |
| | | | | Code | V | (A) | (D) | | | |
| Class B Common Stock | (1) | 06/14/2018 | | C | | | 2,565,372 | (1) | (1) | Class A Common Stock |
| Employee Stock Option (right to buy) | $ 0.29 | 06/14/2018 | | J(2) | | | 588,841 | (3) | 07/14/2020 | Class B Common Stock |
| Employee Stock Option (right to buy) | $ 0.29 | 06/14/2018 | | J(2) | | 588,841 | | (3) | 07/14/2020 | Class A Common Stock |
| Employee Stock Option (right to buy) | $ 0.59 | 06/14/2018 | | J(2) | | | 25,000 | (3) | 04/06/2021 | Class B Common Stock |
| Employee Stock Option (right to buy) | $ 0.59 | 06/14/2018 | | J(2) | | 25,000 | | (3) | 04/06/2021 | Class A Common Stock |
| Employee Stock Option (right to buy) | $ 1.16 | 06/14/2018 | | J(2) | | | 770,000 | (3) | 04/01/2022 | Class B Common Stock |
| Employee Stock Option (right to buy) | $ 1.16 | 06/14/2018 | | J(2) | | 770,000 | | (3) | 04/01/2022 | Class A Common Stock |
| Employee Stock Option (right to buy) | $ 4 | 06/14/2018 | | J(2) | | | 410,000 | (3) | 04/01/2022 | Class B Common Stock |
| | $ 4 | 06/14/2018 | | J(2) | | 410,000 | | (3) | 04/01/2022 | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Employee Stock Option (right to buy) | | | | | | | | | Class A Common Stock |
| Employee Stock Option (right to buy) | $ 4 | 06/14/2018 | | J[(2)] | | 410,000 | [(3)] | 04/01/2022 | Class B Common Stock |
| Employee Stock Option (right to buy) | $ 4 | 06/14/2018 | | J[(2)] | 410,000 | | [(3)] | 04/01/2022 | Class A Common Stock |
| Employee Stock Option (right to buy) | $ 4 | 06/14/2018 | | J[(2)] | | 410,000 | [(3)] | 04/26/2022 | Class B Common Stock |
| Employee Stock Option (right to buy) | $ 4 | 06/14/2018 | | J[(2)] | 410,000 | | [(3)] | 04/26/2022 | Class A Common Stock |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Levie Aaron<br>900 JEFFERSON AVENUE<br>REDWOOD CITY, CA 94063 | X | X | Chief Executive Officer | |

# 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)** 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.

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

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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