

BOX INC  
Form 4  
March 17, 2017

**FORM 4**

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

OMB APPROVAL

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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).

**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 \*  
Stein Josh

(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)  
03/15/2017

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/15/2017		J <sup>(1)</sup>		201	A	11	72,963	I	See footnote <sup>(2)</sup>
Class A Common Stock	03/16/2017		J <sup>(3)</sup>		18,029	A	3	90,992	I	See footnote <sup>(2)</sup>
Class A Common Stock	03/16/2017		J <sup>(4)</sup>		303	A	4	91,580 <sup>(5)</sup>	I	See footnote <sup>(2)</sup>
Class A Common Stock								8,517 <sup>(6)</sup> <sup>(7)</sup>	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 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. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for Stein Josh at 900 JEFFERSON AVENUE, REDWOOD CITY, CA 94063, with 'X' in the 10% Owner column.

Signatures

/s/ Peter McGoff, Attorney-in-Fact, 03/17/2017. Legend: \*\*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) Represents the receipt of shares of Class A Common Stock of the Issuer by virtue of the pro rata in-kind distribution by Draper Fisher Jurvetson Partners IX, LLC.
(2) Shares are held by the Joshua and Jennifer Stein Revocable Trust for which the Reporting Person serves as trustee.
(3) Represents the receipt of shares of Class A Common Stock of the Issuer by virtue of the pro rata in-kind distribution by Draper Fisher Jurvetson Fund VIII Partners, L.P.
(4) Represents the receipt of shares of Class A Common Stock of the Issuer by virtue of the pro rata in-kind distribution by Draper Fisher Jurvetson Fund IX Partners, L.P.
(5)

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Reflects 285 shares of Class A Common Stock of the Issuer received by virtue of a pro rata in-kind distribution by Draper Fisher Jurvetson Fund VIII Management Company, LLC. ("Management VIII").

- (6) Reflects the transfer of shares to Management VIII, as mandated by Draper Fisher Jurvetson policy. The transfer did not represent a discretionary trade by the Reporting Person.
- (7) Includes 8,517 RSUs. Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.

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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