

BOX INC
Form 3
January 22, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LEVIN DANIEL J | | (Month/Day/Year) | BOX INC [BOX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 4440 EL CAMINO REAL | | 01/22/2015 | | |
| (Street) | | | (Check all applicable) | |
| LOS ALTOS,Â CAÂ 94022 | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | President & COO | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Existing Class A Common Stock | 1,242,122 | I | See footnote <u>(1)</u> |
| Existing Class A Common Stock | 156,250 | I | See footnote <u>(2)</u> |
| Existing Class A Common Stock | 156,250 | I | See footnote <u>(3)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|-----------------------------------|----------------------------|------------------------------|--|---|
| Employee Stock Option (right to buy) | Â (4) | 04/18/2023 | Existing Class B Common Stock (5) | 300,000 | \$ 4.63 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 04/18/2023 | Existing Class B Common Stock (5) | 300,000 | \$ 4.63 | D | Â |
| Employee Stock Option (right to buy) | Â (7) | 04/02/2024 | Existing Class B Common Stock (5) | 300,000 | \$ 17.85 | D | Â |
| Employee Stock Option (right to buy) | Â (8) | 01/01/2025 | Existing Class B Common Stock (5) | 250,000 | \$ 14.05 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEVIN DANIEL J 4440 EL CAMINO REAL LOS ALTOS, CA 94022 | Â X | Â X | Â President & COO | Â |

Signatures

/s/ Peter McGoff,
Attorney-in-Fact

01/22/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The shares are held of record by Daniel J. Levin and Naomi J. Andrews, as Trustees of the Levin/Andrews Family Trust dated 9/18/99.
- (2) The shares are held of record by the Daniel Levin GRAT dated 12/10/13, for which the Reporting Person serves as trustee.
- (3) The shares are held of record by the Naomi J. Andrews GRAT dated 12/10/13, for which the Reporting Person's spouse serves as trustee.
- (4) 1/96 of the shares subject to the option vest monthly over two years beginning on March 1, 2013, and 1/32 of the shares vest monthly thereafter.
- (5) Each share of the Issuer's existing Class B Common Stock ("Existing Class B Common Stock") is convertible into one share of the Issuer's existing Class A Common Stock ("Existing Class A Common Stock") upon the election of the Issuer and has no expiration date.

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- (6) The shares subject to the option are fully vested and exercisable.
- (7) 1/4 of the shares subject to the option vest on February 1, 2015, and 1/48 of the shares vest monthly thereafter.
- (8) 1/4 of the shares subject to the option vest on March 20, 2016, and 1/48 of the shares vest monthly thereafter.

Â

Remarks:

Exhibit 24 - Power of Attorney

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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