

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 Draper Fisher Jurvetson Fund VIII LP | | | (Month/Day/Year) | BOX INC [BOX] | |
| (Last) | (First) | (Middle) | 01/22/2015 | | |
| C/O DRAPER FISHER JURVETSON,Â 2882 SAND HILL ROAD, SUITE 150 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| MENLO PARK,Â CAÂ 94025 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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 | 150,000 | I | See footnotes <u>(1)</u> <u>(2)</u> <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) |
|----------------------------|------------------|-----------------|-------------------------------|----------------------------|------------------------------|---|----------------------------|
| Series A Preferred Stock | Â (4) | Â (4) | Existing Class A Common Stock | 4,877,906 | \$ (4) | I | See footnotes (2) (3) (5) |
| Series B Preferred Stock | Â (6) | Â (6) | Existing Class A Common Stock | 10,264,545 | \$ (6) | I | See footnotes (2) (3) (7) |
| Series C Preferred Stock | Â (8) | Â (8) | Existing Class A Common Stock | 4,504,703 | \$ (8) | I | See footnotes (2) (3) (9) |
| Series D Preferred Stock | Â (10) | Â (10) | Existing Class A Common Stock | 1,715,928 | \$ (10) | I | See footnotes (2) (3) (11) |
| Series D-1 Preferred Stock | Â (12) | Â (12) | Existing Class A Common Stock | 996,090 | \$ (12) | I | See footnotes (13) (14) |
| Series E Preferred Stock | Â (15) | Â (15) | Existing Class A Common Stock | 229,097 | \$ (15) | I | See footnotes (14) (16) |
| Series E-1 Preferred Stock | Â (17) | Â (17) | Existing Class A Common Stock | 277,778 | \$ (17) | I | See footnotes (14) (18) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Draper Fisher Jurvetson Fund VIII L P C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | Â | Â X | Â | Â |
| DRAPER FISHER JURVETSON GROWTH FUND 2006 LP C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 | Â | Â X | Â | Â |

MENLO PARK, CA 94025

DRAPER FISHER JURVETION PARTNERS GROWTH FUND 2006 LLC
 C/O DRAPER FISHER JURVETSON
 2882 SAND HILL ROAD, SUITE 150
 MENLO PARK, CA 94025

^ ^ X ^ ^

Signatures

| | |
|---|------------|
| /s/ John Fisher, Managing Director | 01/22/2015 |
| **Signature of Reporting Person | Date |
| /s/ Mark W. Bailey, Director, DFJ Growth Fund 2006, Ltd., General Partner of Draper Fisher Jurvetson Growth Fund 2006 Partners, L.P., General Partner of Draper Fisher Jurvetson Growth Fund 2006, L.P. | 01/22/2015 |
| **Signature of Reporting Person | Date |
| /s/ Mark W. Bailey, Authorized Member | 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) 5,025 of these shares are owned directly by Draper Associates, L.P. (DALP), 141,150 of these shares are owned directly by Draper Fisher Jurvetson Fund IX, L.P. (Fund IX), and 3,825 of these shares are owned directly by Draper Fisher Jurvetson Partners IX, LLC (Partners IX).
- (2) The General Partner of DALP is Draper Associates, Inc. which is controlled by its President and majority shareholder, Timothy C. Draper. DALP invests lockstep alongside Draper Fisher Jurvetson Fund VIII, L.P. (Fund VIII) and Fund IX.
- (3) Timothy C. Draper, John H.N. Fisher and Stephen T. Jurvetson are managing directors of the general partner entities of Fund VIII and Fund IX that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Jurvetson Partners VIII, LLC (Partners VIII) invests lockstep alongside Fund VIII. Partners IX invests lockstep alongside Fund IX. The managing members of Partners VIII and Partners IX are Timothy C. Draper, John H.N. Fisher and Stephen T. Jurvetson. These individuals disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (4) Subject to certain adjustments, the Series A Preferred Stock is convertible into the Issuer's existing Class A Common Stock ("Existing Class A Common Stock") on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series A Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
- (5) 390,233 of these shares are owned directly by DALP, 4,390,115 of these shares are owned directly by Fund VIII, and 97,558 of these shares are owned directly by Partners VIII.
- (6) Subject to certain adjustments, the Series B Preferred Stock is convertible into Existing Class A Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series B Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
- (7) 821,162 of these shares are owned directly by DALP, 9,238,092 of these shares are owned directly by Fund VIII, and 205,291 of these shares are owned directly by Partners VIII.
- (8) Subject to certain adjustments, the Series C Preferred Stock is convertible into Existing Class A Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series C Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
- (9) 198,650 of these shares are owned directly by DALP, 3,272,755 of these shares are owned directly by Fund IX, 924,076 of these shares are owned directly by Fund VIII, 88,687 of these shares are owned directly by Partners IX, and 20,535 of these shares are owned directly by Partners VIII.
- (10) Subject to certain adjustments, the Series D Preferred Stock is convertible into Existing Class A Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series D Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.

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- (11) 75,670 of these shares are owned directly by DALP, 1,246,655 of these shares are owned directly by Fund IX, 351,998 of these shares are owned directly by Fund VIII, 33,783 of these shares are owned directly by Partners IX, and 7,822 of these shares are owned directly by Partners VIII.
- (12) Subject to certain adjustments, the Series D-1 Preferred Stock is convertible into Existing Class A Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series D-1 Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
- (13) 921,583 of these shares are owned directly by Draper Fisher Jurvetson Growth Fund 2006, L.P. (Growth Fund), and 74,507 of these shares are owned directly by Draper Fisher Jurvetson Partners Growth Fund 2006, LLC (Growth Partners).
- (14) John H.N. Fisher, Barry M. Schuler and Mark W. Bailey are managing directors of the general partner entities of Growth Fund that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Growth Partners invests lockstep alongside Growth Fund. The managing members of Growth Partners are John H.N. Fisher, Barry M. Schuler, Mark W. Bailey, Timothy C. Draper and Stephen T. Jurvetson. These individuals disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (15) Subject to certain adjustments, the Series E Preferred Stock is convertible into Existing Class A Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series E Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
- (16) 211,961 of these shares are owned directly by Growth Fund, and 17,136 of these shares are owned directly by Growth Partners.
- (17) Subject to certain adjustments, the Series E-1 Preferred Stock is convertible into Existing Class A Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series E-1 Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
- (18) 257,000 of these shares are owned directly by Growth Fund, and 20,778 of these shares are owned directly by Growth Partners.

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Remarks:

This report is filed as form 2 of 2 to report related transactions for the following filers: Â Draper

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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