

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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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 *
Younger Graham R

(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)
EVP Worldwide Field Operations

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 | 01/28/2015 | | C | | 176,000 (1) (2) | D | (2) 0 |
| Existing Class A Common Stock | 01/28/2015 | | C | | 176,000 (2) (3) | A | (2) 176,000 |
| Existing Class A Common Stock | 01/28/2015 | | J | | 176,000 (3) (4) | D | (4) 0 |

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Class A
Common Stock 01/28/2015 J 176,000
(4) (5) A (4) 176,000 D

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)

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | |
| Employee Stock Option (right to buy) | \$ 17.85 | 01/28/2015 | | C | | 224,000 | <u>(6)</u> | 04/02/2024 | Existing Class B Common Stock <u>(2)</u> |
| Employee Stock Option (right to buy) | \$ 17.85 | 01/28/2015 | | C | 224,000 | | <u>(6)</u> | 04/02/2024 | Existing Class A Common Stock <u>(2)</u> |
| Employee Stock Option (right to buy) | \$ 17.85 | 01/28/2015 | | J | | 224,000 | <u>(6)</u> | 04/02/2024 | Existing Class A Common Stock <u>(4)</u> |
| Employee Stock Option (right to buy) | \$ 17.85 | 01/28/2015 | | J | 224,000 | | <u>(6)</u> | 04/02/2024 | Class B Common Stock <u>(4)</u> <u>(7)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EVP Worldwide Field Operations | | | | |

Younger Graham R
4440 EL CAMINO REAL
LOS ALTOS, CA 94022

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) Each share is represented by a restricted stock unit (RSU). Each RSU represents a contingent right to receive one share of the Issuer's existing Class B Common Stock ("Existing Class B Common Stock") upon settlement. Each share of 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.

(2) The Issuer's Existing Class B Common Stock 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.

(3) Each share is represented by an RSU. Each RSU represents a contingent right to receive one share of Existing Class A Common Stock upon settlement.

(4) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of Existing Class B Common Stock into 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.

(5) Each share is represented by an RSU. Each RSU represents a contingent right to receive one share of the Issuer's Class B common stock upon settlement. 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.

(6) 1/4 of the shares subject to the option vest on February 18, 2015, and 1/48 of the shares vest monthly thereafter.

(7) 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.

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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