

O'Driscoll Rory  
 Form 4  
 September 27, 2018

**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 \*  
 O'Driscoll Rory

2. Issuer Name and Ticker or Trading Symbol  
 BOX INC [BOX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/25/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O SCALE VENTURE MANAGEMENT III, LLC, 950 TOWER LANE, SUITE 1150

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

FOSTER CITY, CA 94404

(City) (State) (Zip)

**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	09/25/2018		J <sup>(1)</sup>	404,472	D	\$ 0	107,890	I	See footnote <u>(2)</u>
Class A Common Stock							14,284	I	See footnote <u>(3)</u>
Class A Common Stock							9,081	D	

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Driscoll Rory C/O SCALE VENTURE MANAGEMENT III, LLC 950 TOWER LANE, SUITE 1150 FOSTER CITY, CA 94404		X		

## Signatures

/s/ Rory  
O'Driscoll 09/27/2018

\*\*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) Scale Venture Partners III, L.P. distributed these shares to its partners on a pro rata basis, for no consideration.  
The shares are held of record by Scale Venture Partners III, L.P. ("SVP III"). Scale Venture Management III, LLC ("SVM III"), the general partner of SVP III, has sole voting and dispositive power with respect to the shares held by SVP III. Stacey Bishop, Kate Mitchell, Rory O'Driscoll and Andy Vitus, the managers of SVM III, share voting and dispositive power with respect to the shares held by SVP III. The reporting person disclaims beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
  - (3) The shares are held of record by Scale Management, LLC ("Scale Management"). Stacey Bishop, Kate Mitchell, Rory O'Driscoll and Andy Vitus, the managers of Scale Management, share voting and dispositive power with respect to the shares held by Scale

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Management. The reporting person disclaims beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

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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