

BOX INC
Form SC 13G
February 12, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Box, Inc.
(Name of Issuer)

Class A common stock, \$.0001 par value
(Title of Class of Securities)

10316T104
(CUSIP Number)

December 31, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
Rule 13d-1(c)
Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Atlantic LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

7,636,560

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

7,636,560

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,636,560

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

15.7%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 10316T104 SCHEDULE 13G Page 3 of 16

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Atlantic GenPar, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

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12 TYPE OF REPORTING PERSON

PN

CUSIP No. 10316T104 SCHEDULE 13G Page 4 of 16

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Atlantic Partners 90, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

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Delaware

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12 TYPE OF REPORTING PERSON

PN

CUSIP No. 10316T104 SCHEDULE 13G Page 5 of 16

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAP Coinvestments CDA, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
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CUSIP No. 10316T104 SCHEDULE 13G Page 6 of 16

1 NAME OF REPORTING PERSON OR
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GAP Coinvestments III, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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CUSIP No. 10316T104 SCHEDULE 13G Page 7 of 16

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GAP Coinvestments IV, LLC

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Delaware

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12 TYPE OF REPORTING PERSON

CO

CUSIP No. 10316T104 SCHEDULE 13G Page 8 of 16

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAPCO Management GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

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12 TYPE OF REPORTING PERSON

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CUSIP No. 10316T104 SCHEDULE 13G Page 9 of 16

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GAPCO GmbH & Co. KG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐
(b) ☐

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

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12 TYPE OF REPORTING PERSON

PN

CUSIP No. 10316T104 SCHEDULE 13G Page 10 of 16

Item 1. (a) NAME OF ISSUER

Box, Inc. (the “Company”).

(b) ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

900 Jefferson Ave.
Redwood City, California 94063

Item 2. (a) NAMES OF PERSONS FILING

This Statement is being filed on behalf of each of the following persons (collectively, the “Reporting Persons”)

- (i) General Atlantic LLC (“GA LLC”);
- (ii) General Atlantic GenPar, L.P. (“GA GenPar”);
- (iii) General Atlantic Partners 90, L.P. (“GAP 90”);
- (iv) GAP Coinvestments CDA, L.P. (“CDA”);
- (v) GAP Coinvestments III, LLC (“GAPCO III”);
- (vi) GAP Coinvestments IV, LLC (“GAPCO IV”);
- (vii) GAPCO Management GmbH (“GmbH”);
- (viii) GAPCO GmbH & Co. KG (“KG”);

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE

c/o General Atlantic Service Company, LLC
55 East 52nd Street, 32nd Floor
New York, NY 10055

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(c)CITIZENSHIP

- (i) GA LLC - Delaware
- (ii) GA GenPar - Delaware
- (iii) GAP 90 - Delaware
- (iv) CDA - Delaware
- (v) GAPCO III - Delaware
- (vi) GAPCO IV - Delaware
- (vii) GmbH - Germany
- (viii) KG - Germany

(d)TITLE OF CLASS OF SECURITIES

Shares of Class A common stock, \$.0001 par value (the "Class A Shares").

(e)CUSIP NUMBER

10316T104

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS:

Not applicable.

Item 4. OWNERSHIP.

As of December 31, 2015, the Reporting Persons owned the following number of Shares:

- (i) GA LLC owned of record no Shares or 0.0% of the issued and outstanding Class A Shares.
- (ii) GA GenPar owned of record no Shares or 0.0% of the issued and outstanding Class A Shares.
GAP 90 owned of record 7,076,139 shares of Class B common stock ("Class B Shares" and together with the Class
- (iii) A Shares, the "Shares"), convertible on a one-to-one basis into approximately 8.6% of the issued and outstanding Class A Shares.
- (iv) CDA owned of record 18,627 Class B Shares, convertible on a one-to-one basis into less than 0.1% of the issued and outstanding Class A Shares.
- (v) GAPCO III owned of record 441,949 Shares, convertible on a one-to-one basis into approximately 0.5% of the issued and outstanding Class A Shares.
- (vi) GAPCO IV owned of record 82,194 Class B Shares, convertible on a one-to-one basis into approximately 0.1% of the issued and outstanding Class A Shares.

- (vii) GmbH owned of record no Shares or 0.0% of the issued and outstanding Shares.
 - (viii) KG owned of record 17,651 Class B Shares, convertible on a one-to-one basis into less than 0.1% of the issued and outstanding Class A Shares.
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GA LLC is the general partner of GA GenPar, which is the general partner of GAP 90. GA LLC is the general partner of CDA and the managing member of GAPCO III and GAPCO IV. GmbH is the general partner of KG. The Managing Directors of GA LLC make voting and investment decisions with respect to the securities held by KG and GmbH. As of the date hereof, there are 23 Managing Directors of GA LLC. Each of the Managing Directors of GA LLC disclaims ownership of the Shares except to the extent he has a pecuniary interest therein. By virtue of the foregoing, the Reporting Persons may be deemed to share voting power and the power to direct the disposition of the Shares that each owns of record. GA LLC, GA GenPar, GAP 90, CDA, GAPCO III, GAPCO IV, GmbH and KG are a “group” within the meaning of Rule 13d-5 promulgated under the Securities Exchange Act of 1934, as amended and may be deemed to beneficially own the number of Class A Shares indicated below.

Amount Beneficially Owned:

By virtue of the relationship described above, each of the Reporting Persons may be deemed to beneficially own 7,636,560 Class A Shares.

Percentage Owned:

All calculations of percentage ownership herein are based on an aggregate of 48,636,125 Class A Shares outstanding, consisting of (i) 40,999,565 Class A Shares outstanding as of November 30, 2015 as reported in the Company’s Form 10-Q filed with the Securities and Exchange Commission on December 14, 2015 and (ii) 7,636,560 Class A Shares issuable upon conversion of the Class B Shares owned by the Reporting Persons. Each Class B Share is convertible at any time at the option of the holder into one Class A Share.

Number of Shares as to Which Such Person Has Sole/Shared Power to Vote or to Direct the Vote and Sole/Shared Power to Dispose or to Direct the Disposition of:

- (i) Each of the Reporting Persons may be deemed to have the sole power to direct the voting and dispositions of the Class A Shares set forth on such Reporting Person’s cover page included herein.
- (ii) Each of the Reporting Persons may be deemed to share the power to direct the voting and dispositions of the 7,636,560 Class A Shares that may be deemed to be owned beneficially by each of them.

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Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 4, which states the identity of the members of the group filing this Schedule 13G.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Not applicable.

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Exhibit Index

Exhibit Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as
1. amended.(Filed herewith).

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of February 12, 2016

GENERAL ATLANTIC LLC

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GENERAL ATLANTIC
GENPAR, L.P.

By: General Atlantic LLC, its
General Partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GENERAL ATLANTIC
PARTNERS 90, L.P.

By: General Atlantic GenPar,
L.P., its General Partner

By: General Atlantic LLC, its
General Partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

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GAP COINVESTMENTS

CDA, L.P.

By: General Atlantic LLC.,
its General Partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAP COINVESTMENTS III,
LLC

By: General Atlantic LLC, its
Managing Member

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAP COINVESTMENTS IV,
LLC

By: General Atlantic LLC, its
Managing Member

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAPCO MANAGEMENT
GMBH

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAPCO GMBH & CO. KG

GAPCO Management
By: GmbH, its General
Partner

By:/s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

JOINT ACQUISITION STATEMENT
PURSUANT TO RULE 13D-1(k)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is accurate.

February 12, 2016

GENERAL ATLANTIC LLC

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GENERAL ATLANTIC
GENPAR, L.P.

By: General Atlantic LLC, its
General Partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GENERAL ATLANTIC
PARTNERS 90, L.P.

By: General Atlantic GenPar,
L.P., its General Partner

By: General Atlantic LLC, its
General Partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAP COINVESTMENTS
CDA, L.P.

By: General Atlantic LLC.,
its General Partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAP COINVESTMENTS III,
LLC

By: General Atlantic LLC, its
Managing Member

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAP COINVESTMENTS IV,
LLC

By: General Atlantic LLC, its
Managing Member

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAPCO MANAGEMENT
GMBH

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

GAPCO GMBH & CO. KG

GAPCO Management
By: GmbH, its General
Partner

By: /s/ Thomas J. Murphy
Name: Thomas J. Murphy
Title: Managing Director

SCHEDULE AGA Managing Directors

Name	Business Address	Citizenship
Steven A. Denning (Chairman)	600 Steamboat Road Greenwich, Connecticut 06830	United States
William E. Ford (Chief Executive Officer)	55 East 52nd Street 32nd Floor New York, New York 10055	United States
J. Frank Brown (Chief Operating Officer)	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Thomas J. Murphy (Chief Financial Officer)	600 Steamboat Road Greenwich, Connecticut 06830	United States
John D. Bernstein	23 Savile Row London W1S 2ET United Kingdom	United Kingdom
Gabriel Caillaux	23 Savile Row London W1S 2ET United Kingdom	France
Andrew Crawford	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Alex Crisses	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Mark F. Dzialga	600 Steamboat Road Greenwich, Connecticut 06830	United States
Martin Escobari	Rua Dr. Renato Paes de Barros, 1017 15 ^o andar 04530-001 Sao Paulo, Brazil	Bolivia and Brazil

David C. Hodgson	55 East 52nd Street 32nd Floor New York, New York 10055	United States
René M. Kern	55 East 52nd Street 32nd Floor New York, New York 10055	United States and Germany
Jonathan C. Korngold	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Christopher G. Lanning	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Anton J. Levy	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Sandeep Naik	Level 19, Birla Aurora Dr. Annie Besant Road Worli, Mumbai 400 030 India	United States
Joern Nikolay	Maximilianstrasse 35b 80539 Munich Germany	Germany

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Andrew C. Pearson	600 Steamboat Road Greenwich, Connecticut 06830	United States
Brett B. Rochkind	228 Hamilton Ave. Palo Alto, CA 94301	United States
David A. Rosenstein	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Graves Tompkins	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Robbert Vorhoff	55 East 52nd Street 32nd Floor New York, New York 10055	United States
Ke Wei	Suite 1704, 17/F Alexandra House 18 Chater Road Central, Hong Kong China	PRC
