

BOX INC

Form 4

January 30, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAUSZ STEVEN M

(Last) (First) (Middle)

2735 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Existing Class A Common Stock	01/28/2015		C		11,713,775	A <u>(1)</u> <u>(2)</u> <u>(3)</u>	11,713,775	I	Directly owned by USVP IX <u>(4)</u>
Existing Class A Common Stock	01/28/2015		<u>J</u> ⁽⁵⁾		11,713,775	D <u>(5)</u>	0	I	Directly owned by USVP IX ⁽⁴⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series B Preferred Stock <u>(1)</u>	<u>(1)</u>	01/28/2015		C			8,283,181	<u>(1)</u>	<u>(1)</u>	Existing Class A Common Stock
Series C Preferred Stock <u>(2)</u>	<u>(2)</u>	01/28/2015		C			2,486,922	<u>(2)</u>	<u>(2)</u>	Existing Class A Common Stock
Series D Preferred Stock <u>(3)</u>	<u>(3)</u>	01/28/2015		C			943,672	<u>(3)</u>	<u>(3)</u>	Existing Class A Common Stock
Class B Common Stock <u>(6)</u>	<u>(6)</u>	01/28/2015		J <u>(5)</u>			11,713,775	<u>(6)</u>	<u>(6)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAUSZ STEVEN M 2735 SAND HILL ROAD MENLO PARK, CA 94025	X	X		

Signatures

Michael P Maher - Attorney in fact for the reporting person

01/30/2015

 **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).

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- (1) The Series B Preferred Stock automatically converted into the Issuer's existing Class A Common Stock ("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.
- (2) The Series C Preferred 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) The Series D Preferred 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.

The shares are held of record by U.S. Venture Partners IX, L.P. ("USVP IX"). Presidio Management Group IX, LLC ("PMG IX") is the general partner of USVP IX and may be deemed to have sole voting and dispositive power over the shares held by USVP IX. Steven M. Krausz, a director of the Issuer, and each of Irwin Federman, David E. Liddle, Paul A Matteucci, Jonathan D. Root, Casey M. Tansey, and Philip M. Young, are managing members of PMG IX, and may be deemed to share voting and dispositive power over the shares held by USVP IX. Such persons and entities disclaim beneficial ownership of shares held by USVP IX, except to the extent of any proportionate pecuniary interest therein.
- (5) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred 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.
- (6) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.