

BOX INC

Form 3

January 22, 2015

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *Â Bessemer Venture Partners
VIII L.P.

(Last)

(First)

(Middle)

C/O BESSEMER VENTURE
PARTNERS,Â 1865 PALMER
AVENUE, SUITE 104

(Street)

LARCHMONT,Â NYÂ 10538

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
01/22/20153. Issuer Name **and** Ticker or Trading Symbol
BOX INC [BOX]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**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)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Existing Class A Common Stock	350,514	\$ (1)	I	See notes (2) (3)
Series B Preferred Stock	Â (4)	Â (4)	Existing Class A Common Stock	1,345,970	\$ (4)	I	See notes (5) (3)
Series C Preferred Stock	Â (4)	Â (4)	Existing Class A Common Stock	509,633	\$ (4)	I	See notes (6) (3)
Series D-2 Preferred Stock	Â (4)	Â (4)	Existing Class A Common Stock	1,654,588	\$ (4)	I	See notes (7) (3)
Series E Preferred Stock	Â (4)	Â (4)	Existing Class A Common Stock	916,386	\$ (4)	I	See notes (8) (3)
Series E-1 Preferred Stock	Â (4)	Â (4)	Existing Class A Common Stock	260,000	\$ (4)	I	See notes (9) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bessemer Venture Partners VIII L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	Â	Â X	Â	Â
Bessemer Venture Partners VIII Institutional L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	Â	Â X	Â	Â
Deer VIII & Co. L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	Â X	Â X	Â	Â

Deer VIII & Co. Ltd.
C/O BESSEMER VENTURE PARTNERS
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

Â Â X Â Â

Signatures

/s/ J. Edmund Colloton, Director, Deer VIII & Co. Ltd., the General Partner for Deer VIII & Co. L.P., the General Partner for BVP VIII Institutional L.P. and Bessemer Venture Partners VIII L.P.

01/22/2015

__Signature of Reporting Person

Date

/s/ J. Edmund Colloton, Director, Deer VIII & Co. Ltd., the General Partner for Deer VIII & Co. L.P.

01/22/2015

__Signature of Reporting Person

Date

/s/ J. Edmund Colloton, Director, Deer VIII & Co. Ltd.

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).

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.

As of the date hereof, Bessemer Venture Partners VIII Institutional L.P. ("BVP VIII Inst") and Bessemer Venture Partners VIII L.P. ("BVP VIII", and together with BVP VIII Inst, the "Funds") own 191,381 and 159,133 shares, respectively, of the Series A Preferred Stock.

Deer VIII & Co. L.P. ("Deer VIII") is the general partner of each of the Funds. Deer VIII & Co. Ltd ("Deer Ltd.") is the general partner of Deer VIII. Deer VIII disclaims beneficial ownership of the shares held by the Funds (the "Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Shares, except to the extent of its pecuniary interest, if any, in the Shares by virtue of its general partner interests in the Funds. Deer Ltd. disclaims beneficial ownership of the Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Shares, except to the extent of its pecuniary interest, if any, in the Shares by virtue of its general partner interest in Deer VIII.

Subject to certain adjustments, the Series B, Series C, Series D-2, Series E, and Series E-1 Preferred Stock are convertible into Existing Class A Common Stock on a 1:1 basis and have no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series B, Series C, Series D-2, Series E, and Series E-1 Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.

(5) As of the date hereof, BVP VIII Inst and BVP VIII own 734,900 and 611,070 shares, respectively, of the Series B Preferred Stock.

(6) As of the date hereof, BVP VIII Inst and BVP VIII own 278,260 and 231,373 shares, respectively, of the Series C Preferred Stock.

(7) As of the date hereof, BVP VIII Inst and BVP VIII own 903,405 and 751,183 shares, respectively, of the Series D-2 Preferred Stock.

(8) As of the date hereof, BVP VIII Inst and BVP VIII own 500,346 and 416,040 shares, respectively, of the Series E Preferred Stock.

(9) As of the date hereof, BVP VIII Inst and BVP VIII own 141,960 and 118,040 shares, respectively, of the Series E-1 Preferred Stock.

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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