

BOX INC  
Form 4  
July 07, 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 \*  
Meritech Capital Associates IV,  
L.L.C.

(Last) (First) (Middle)

245 LYTTON AVENUE, SUITE  
125

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/07/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock            | 07/07/2015                           |  | C                              | V   | Amount \$ 0 4,498,408   | A  | See footnote (1)                                      |
| Class A Common Stock            | 07/07/2015                           |  | C                              | V   | Amount \$ 0 111,089   | A  | See footnote (2)                                      |

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 Securities (Instr. 3 and 4) |                      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                | Amount or Number of Shares |
| Class B Common Stock                       | (3)  | 07/07/2015                           |  | C                              | 4,498,408   | (3)  | (3)   | Class A Common Stock | 4,498,408                  |
| Class B Common Stock                       | (3)  | 07/07/2015                           |  | C                              | 111,089   | (3)  | (3)   | Class A Common Stock | 111,089                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Meritech Capital Associates IV, L.L.C.<br>245 LYTTON AVENUE, SUITE 125<br>PALO ALTO, CA 94301 |               | X         |         |       |
| Meritech Capital Partners IV L.P.<br>245 LYTTON AVENUE, SUITE 125<br>PALO ALTO, CA 94301      |               | X         |         |       |
| Meritech Capital Affiliates IV L.P.<br>245 LYTTON AVENUE, SUITE 125<br>PALO ALTO, CA 94301    |               | X         |         |       |
| Ward Rob<br>245 LYTTON AVENUE, SUITE 125<br>PALO ALTO, CA 94301                               |               | X         |         |       |
| Sherman Craig<br>245 LYTTON AVENUE, SUITE 125<br>PALO ALTO, CA 94301                          |               | X         |         |       |
| MADERA PAUL S<br>245 LYTTON AVENUE, SUITE 125<br>PALO ALTO, CA 94301                          |               | X         |         |       |
| GORDON MICHAEL B<br>245 LYTTON AVENUE, SUITE 125<br>PALO ALTO, CA 94301                       |               | X         |         |       |
| Bischof George<br>245 LYTTON AVENUE, SUITE 125  |               | X         |         |       |

PALO ALTO, CA 94301

## Signatures

|  |            |
|--|------------|
| /s/ Joel Backman, attorney-in-fact for Meritech Capital Associates IV L.L.C. | 07/07/2015 |
| **Signature of Reporting Person  | Date       |
| /s/ Joel Backman, attorney-in-fact for Meritech Capital Partners IV L.P.     | 07/07/2015 |
| **Signature of Reporting Person  | Date       |
| /s/ Joel Backman, attorney-in-fact for Meritech Capital Affiliates IV L.P.   | 07/07/2015 |
| **Signature of Reporting Person  | Date       |
| /s/ Joel Backman, attorney-in-fact for Rob Ward                              | 07/07/2015 |
| **Signature of Reporting Person  | Date       |
| /s/ Joel Backman, attorney-in-fact for Craig Sherman                         | 07/07/2015 |
| **Signature of Reporting Person  | Date       |
| /s/ Joel Backman, attorney-in-fact for Paul Madera                           | 07/07/2015 |
| **Signature of Reporting Person  | Date       |
| /s/ Joel Backman, attorney-in-fact for Michael Gordon                        | 07/07/2015 |
| **Signature of Reporting Person  | Date       |
| /s/ Joel Backman, attorney-in-fact for George Bischof                        | 07/07/2015 |
| **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).

The reported securities are held of record by Meritech Capital Partners IV L.P. ("MCP IV"). Meritech Capital Associates IV L.L.C., the general partner of MCP IV, has sole voting and dispositive power with respect to the securities held by MCP IV. Paul S. Madera, Michael (1) B. Gordon, Robert D. Ward, George H. Bischof and Craig Sherman, the managing members of Meritech Capital Associates IV L.L.C., share voting and dispositive power with respect to the shares held by MCP IV. Such persons and entities disclaim beneficial ownership of the securities held by MCP IV except to the extent of any pecuniary interest therein.

The reported securities are held of record by Meritech Capital Affiliates IV L.P. ("MCA IV"). Meritech Capital Associates IV L.L.C., the general partner of MCA IV, has sole voting and dispositive power with respect to the securities held by MCA IV. Paul S. Madera, (2) Michael B. Gordon, Robert D. Ward, George H. Bischof and Craig Sherman, the managing members of Meritech Capital Associates IV L.L.C., share voting and dispositive power with respect to the shares held by MCA IV. Such persons and entities disclaim beneficial ownership of the securities held by MCA IV except to the extent of any pecuniary interest therein.

(3) 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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