

O'Driscoll Rory
Form 4
June 22, 2018

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

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

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2018

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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Class A Common Stock	06/20/2018		A		3,699 (1)	A	\$ 0 9,081 (2)	D	
Class A Common Stock							1,012,362	I	See footnote (3)
Class A Common Stock							14,284	I	See footnote (4)

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (Right to Buy)	\$ 29.01	06/20/2018		A ⁽⁵⁾	7,398	⁽⁶⁾ 06/19/2028	Class A Common Stock	7,398

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 06/22/2018

__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).

- Represents an automatic annual restricted stock unit (RSU) award pursuant to the issuer's Outside Director Compensation Policy. Each
- (1) RSU represents a contingent right to receive one share of the issuer's Class A Common Stock upon settlement. 100% of the RSUs vest on the earlier of June 20, 2019 or the next annual meeting of the stockholders of the issuer.
 - (2) Pursuant to the policies of Scale Venture Partners III, LP ("Scale Partners") and Scale Management III, LLC ("Scale Management III") and Scale Management the Reporting Person is deemed to hold the reported security for the benefit of Scale Management. Scale

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Management may be deemed the indirect beneficial owner of the security. The Reporting Person disclaims beneficial ownership of the security except to the extent of his pecuniary interest therein.

- 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 managing members 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 managing members of Scale Management, share voting and dispositive power with respect to the shares held by Scale Management. The reporting person disclaims beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
- (4)

- (5) On June 14, 2018, each share of the Issuer's Class B Common Stock automatically converted into one share of Class A Common Stock pursuant to the Issuer's amended and restated certificate of incorporation.

- (6) Represents an automatic annual stock option award pursuant to the issuer's Outside Director Compensation Policy. 100% of the shares subject to the option vest on the earlier of June 20, 2019 or the next annual meeting of the stockholders of the issuer.

- Pursuant to the policies of Scale Partners, Scale Management III and Scale Management, the Reporting Person is deemed to hold the reported option for the benefit of Scale Management, and must exercise the option solely at the direction of Scale Partners and Scale Management III. Scale Management may be deemed the indirect beneficial owner of the option. The Reporting Person disclaims beneficial ownership of the option except to the extent of his pecuniary interest therein.
- (7)

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.