

BOX INC
Form SC 13G
February 16, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. __) *

Box, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.0001

(Title of Class of Securities)

10316T106

(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:

Edgar Filing: BOX INC - Form SC 13G

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

(Continued on following pages)

Page 1 of 11 Pages

Exhibit Index Contained on Page 9

CUSIP NO. 10316T106 13 G Page 2 of 11

1 NAME OF REPORTING PERSON Meritech Capital Partners IV L.P. ("MCP IV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5 2,424,845 shares, except that Meritech Capital Associates IV L.L.C. ("MCA IV"), the general partner of MCP IV, may be deemed to have sole voting power with respect to such shares.

SHARES SHARED VOTING POWER

6

See response to row 5.

SOLE DISPOSITIVE POWER

BENEFICIALLY

7

2,424,845 shares, except that MCA IV, the general partner of MCP IV, may be deemed to have sole dispositive power with respect to such shares.

OWNED BY
EACH

REPORTING SHARED DISPOSITIVE POWER

8

See response to row 7.

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 2,424,845

REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9

10 ..

EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.9%

TYPE OF REPORTING PERSON*

12

PN

CUSIP NO. 10316T106 13 G Page 3 of 11

1 NAME OF REPORTING PERSON Meritech Capital Affiliates IV L.P. ("MC AFF IV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5 59,883 shares, except that MCA IV, the general partner of MC AFF IV, may be deemed to have sole voting power with respect to such shares.

SHARES SHARED VOTING POWER

6

See response to row 5.

SOLE DISPOSITIVE POWER

BENEFICIALLY

7

59,883 shares, except that MCA IV, the general partner of MC AFF IV, may be deemed to have sole dispositive power with respect to such shares.

OWNED BY
EACH

REPORTING SHARED DISPOSITIVE POWER

8

See response to row 7.

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 59,883

REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 ..

EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.2%

TYPE OF REPORTING PERSON*

12

PN

CUSIP NO. 10316T106 13 G Page 4 of 11

1 NAME OF REPORTING PERSON Meritech Capital Associates IV L.L.C. ("MCA IV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5 2,484,728 shares, of which 2,424,845 shares are held by MCP IV and 59,883 shares are held by MC AFF IV, for whom MCA IV serves as general partner.

SHARES SHARED VOTING POWER

6

See response to row 5.

SOLE DISPOSITIVE POWER

BENEFICIALLY

7

2,484,728 shares, of which 2,424,845 shares are held by MCP IV and 59,883 shares are held by MC AFF IV, for whom MCA IV serves as general partner.

OWNED BY
EACH

REPORTING SHARED DISPOSITIVE POWER

8

See response to row 7.

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9 2,484,728

REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 ..

EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.1%

TYPE OF REPORTING PERSON*

12

00

CUSIP NO. 10316T106 13 G Page 5 of 11

ITEM 1(A). NAME OF ISSUER

Box, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

900 Jefferson Ave.
Redwood City, California 94063

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by Meritech Capital Partners IV L.P., a Delaware limited partnership ("MCP IV"), Meritech Capital Affiliates IV L.P., a Delaware limited partnership ("MC AFF IV") and Meritech Capital Associates IV L.L.C., a Delaware limited liability company ("MCA IV"). The foregoing entities are collectively referred to as the "Reporting Persons."

MCA IV is the general partner of each of MCP IV and MC AFF IV, and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP IV and MC AFF IV.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Meritech Capital Partners
245 Lytton Ave, Suite 125
Palo Alto, CA 94301

ITEM 2(C). CITIZENSHIP

MCP IV and MC AFF IV are Delaware limited partnerships. MCA IV is a Delaware limited liability company.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Class A Common Stock, par value \$0.0001
CUSIP #10316T106

ITEM 3. Not Applicable.

CUSIP NO. 10316T106 13 G Page 6 of 11

ITEM
4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

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

Under certain circumstances set forth in the limited partnership agreements of MCP IV and MC AFF IV, and the limited liability company agreement of MCA IV, the general and limited partners or members, as the case

may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

CUSIP NO. 10316T106 13 G Page 7 of 11

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

CUSIP NO. 10316T106 13 G Page 8 of 11

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.

Date: February 12, 2016

Entities:

Meritech Capital Partners IV L.P.

Meritech Capital Affiliates IV L.P.

Meritech Capital Associates IV L.L.C.

By: /s/ Joel Backman
Joel Backman, Attorney-in-fact
for above-listed entities

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

CUSIP NO. 10316T106 13 G Page 9 of 11

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	10
Exhibit B: Reference to Joel Backman as Attorney-in-Fact	11

CUSIP NO. 10316T106 13 G Page 10 of 11

exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Class A Common Stock of Box, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 12, 2016

Entities:

Meritech Capital Partners IV L.P.
Meritech Capital Affiliates IV L.P.
Meritech Capital Associates IV L.L.C.

By: /s/ Joel Backman
Joel Backman, Attorney-in-fact
for above-listed entities

CUSIP NO. 10316T106 13 G Page 11 of 11

exhibit B

Reference to Joel Backman as Attorney-in-Fact

Joel Backman has signed the enclosed documents as Attorney-In-Fact. Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.