

BOX INC
Form 3
January 22, 2015

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â McGoff Peter M | | (Month/Day/Year) | BOX INC [BOX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 4440 EL CAMINO REAL | | 01/22/2015 | | |
| (Street) | | | (Check all applicable) | |
| LOS ALTOS,Â CAÂ 94022 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | SVP, Gen. Counsel & Secretary | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Existing Class A Common Stock | 12,500 ⁽¹⁾ | D | Â |
| Existing Class A Common Stock | 18,750 ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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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 Derivative | 5. 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) | |
|--|------------------|------------------|--|----------------------------|----------|---------------------------------------|---|
| Existing Class B Common Stock ⁽³⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Existing Class A Common Stock | 150,000 ⁽⁴⁾ | \$ 0 | D | Â |
| Employee Stock Option (right to buy) | Â ⁽⁵⁾ | 04/26/2022 | Existing Class B Common Stock ⁽³⁾ | 125,000 | \$ 1.16 | D | Â |
| Employee Stock Option (right to buy) | Â ⁽⁶⁾ | 04/02/2024 | Existing Class B Common Stock ⁽³⁾ | 25,000 | \$ 17.85 | D | Â |
| Employee Stock Option (right to buy) | Â ⁽⁷⁾ | 01/01/2025 | Existing Class B Common Stock ⁽³⁾ | 37,500 | \$ 14.05 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McGoff Peter M 4440 EL CAMINO REAL LOS ALTOS, CA 94022 | Â | Â | Â SVP, Gen. Counsel & Secretary | Â |

Signatures

/s/ Peter McGoff 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).
- (1) Each share is represented by a restricted stock unit (RSU). Each RSU represents a contingent right to receive one share of the Issuer's existing Class B Common Stock ("Existing Class B Common Stock") upon settlement. Each share of Existing Class B Common Stock is convertible into one share of the Issuer's existing Class A Common Stock ("Existing Class A Common Stock") upon the election of the Issuer and has no expiration date. 1/4 of the RSUs vest on March 20, 2015, and 1/12 of the remaining RSUs vest every three months thereafter.
- (2) Each share is represented by an RSU. Each RSU represents a contingent right to receive one share of Existing Class B Common Stock upon settlement. Each share of Existing Class B Common Stock is convertible into one share of Existing Class A Common Stock upon the election of the Issuer and has no expiration date. 1/4 of the RSUs vest on March 20, 2016, and 1/12 of the remaining RSUs vest every three months thereafter.
- (3) Each share of Existing Class B Common Stock is convertible into one share of Existing Class A Common Stock upon the election of the Issuer and has no expiration date.

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- (4) 50,000 of the shares are subject to repurchase by the Issuer.
- (5) 1/4 of the shares subject to the option vested on April 23, 2013, and 1/48 of the shares vest monthly thereafter.
- (6) 1/4 of the shares subject to the option vest on February 1, 2015, and 1/48 of the shares vest monthly thereafter.
- (7) 1/4 of the shares subject to the option vest on March 20, 2016, and 1/48 of the shares vest monthly thereafter.

Â

Remarks:

Exhibit 24 - Power of Attorney

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.