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 *
Â Scale Venture Partners III, L.P.

(Last) (First) (Middle)

950 TOWER LANE, SUITE 700,Â

(Street)

FOSTER CITY,Â CAÂ 94404

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
01/22/2015

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

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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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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		or Indirect (I) (Instr. 5)	
Series C Preferred Stock	Â (1)	Â (1)	Existing Class A Common Stock	6,170,618	$ (1)	I	See footnote (2)
Series D Preferred Stock	Â (3)	Â (3)	Existing Class A Common Stock	503,056	$ (3)	I	See footnote (2)
Series E Preferred Stock	Â (4)	Â (4)	Existing Class A Common Stock	38,183	$ (4)	I	See footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scale Venture Partners III, L.P. 950 TOWER LANE, SUITE 700 FOSTER CITY,Â CAÂ 94404	Â	Â X	Â	Â
Scale Venture Management III, LLC 950 TOWER LANE, SUITE 700 FOSTER CITY,Â CAÂ 94404	Â	Â X	Â	Â
Bishop Stacey C/O SCALE VENTURE MANAGEMENT III, LLC 950 TOWER LANE, SUITE 700 FOSTER CITY,Â CAÂ 94404	Â	Â X	Â	Â
MITCHELL KATE C/O SCALE VENTURE MANAGEMENT III, LLC 950 TOWER LANE, SUITE 700 FOSTER CITY,Â CAÂ 94404	Â	Â X	Â	Â
Vitus Andrew L. C/O SCALE VENTURE MANAGEMENT III, LLC 950 TOWER LANE, SUITE 700 FOSTER CITY,Â CAÂ 94404	Â	Â X	Â	Â

Signatures

By: Rory O'Driscoll, Managing Member of Scale Venture Management III, LLC, General Partner 01/22/2015

**Signature of Reporting Person Date

/s/ Rory O'Driscoll, Managing Member 01/22/2015

**Signature of Reporting Person Date

/s/ Stacey Bishop		01/22/2015
	**Signature of Reporting Person	Date
/s/ Kate Mitchell		01/22/2015
	**Signature of Reporting Person	Date
/s/ Andrew Vitus		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)	Subject to certain adjustments, the Series C 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 C Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
(2)	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 persons disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
(3)	Subject to certain adjustments, the Series D Preferred Stock is convertible into the Issuer's 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 D Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
(4)	Subject to certain adjustments, the Series E Preferred Stock is convertible into the Issuer's 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 E Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.

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Remarks:

TheÂ reportingÂ personsÂ mayÂ beÂ deemedÂ toÂ haveÂ beneficialÂ ownershipÂ ofÂ moreÂ thanÂ 10%Â ofÂ theÂ Issu

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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