

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 <b>and</b> Ticker or Trading Symbol	
Â EMERGENCE CAPITAL PARTNERS II LP			(Month/Day/Year)	BOX INC [BOX]	
(Last)	(First)	(Middle)	01/22/2015		
160 BOVET ROAD, SUITE 300			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
SAN MATEO,Â CAÂ 94402			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

**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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of Shares			

Series D Preferred Stock	Â (1)	Â (1)	Existing Class A Common Stock	1,502,261	\$ (1)	I	See footnote (2)
Series D-1 Preferred Stock	Â (3)	Â (3)	Existing Class A Common Stock	186,767	\$ (3)	I	See footnote (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMERGENCE CAPITAL PARTNERS II LP 160 BOVET ROAD, SUITE 300 SAN MATEO, CA 94402	Â	Â X	Â	Â
EMERGENCE EQUITY PARTNERS II, L.P. 160 BOVET ROAD, SUITE 300 SAN MATEO, CA 94402	Â	Â X	Â	Â
EMERGENCE GP PARTNERS, LLC 160 BOVET ROAD, SUITE 300 SAN MATEO, CA 94402	Â	Â X	Â	Â

## Signatures

By: Emergence Capital Partners II, L.P., By: Emergence Equity Partners II, L.P., its sole general partner, By: Emergence GP Partners, LLC, its sole general partner, /s/ Jason Green, Manager 01/22/2015

\*\*Signature of Reporting Person Date

By: Emergence Equity Partners II, L.P., By: Emergence GP Partners, LLC, its sole general partner, /s/ Jason Green, Manager 01/22/2015

\*\*Signature of Reporting Person Date

By: Emergence GP Partners, LLC, /s/ Jason Green, Manager 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).
- Subject to certain adjustments, the Series D 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 D Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.
- (1) Class A Common Stock")
  - (2) Shares are held directly by Emergence Capital Partners II, L.P. ("Emergence"). The sole general partner of Emergence is Emergence Equity Partners II, L.P. ("EEP II"), the sole general partner of EEP II is Emergence GP Partners, LLC ("EGP"), and each of EEP II and EGP may be deemed to have sole voting and dispositive power with respect to the shares held by Emergence.
  - (3)

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Subject to certain adjustments, the Series D-1 Preferred Stock is convertible into 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-1 Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.

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.