

BOX INC
Form 4
October 21, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Bessemer Venture Partners VIII L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

3. Date of Earliest Transaction (Month/Day/Year)
10/19/2015

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

(Street)

LARCHMONT, NY 10538

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	10/19/2015		C ⁽¹⁾	V Amount (A) or (D) Price \$ 0 ⁽¹⁾	30,000 ⁽²⁾	I	See Footnote ⁽⁵⁾
Class A Common Stock	10/19/2015		S	V Amount (A) or (D) Price \$ 13.5892 ⁽³⁾	0 ⁽¹⁾	I	See Footnote ⁽⁵⁾
Class A Common Stock	10/20/2015		C ⁽¹⁾	V Amount (A) or (D) Price \$ 0 ⁽¹⁾	25,473 ⁽⁶⁾	I	See Footnote ⁽⁵⁾
Class A Common Stock	10/20/2015		S	V Amount (A) or (D) Price \$ 0 ⁽¹⁾	25,473	I	See

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Common Stock	<u>(6)</u>	13,5388 <u>(8)</u>	Footnote <u>(5)</u>
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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. P	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Class B Common Stock	<u>(1)</u>	10/19/2015		C	30,000 <u>(2)</u>	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	30,000 <u>(2)</u>
Class B Common Stock	<u>(1)</u>	10/20/2015		C	25,473 <u>(6)</u>	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	25,473 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bessemer Venture Partners VIII L.P.
C/O BESSEMER VENTURE PARTNERS
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

X

Deer VIII & Co. Ltd.
C/O BESSEMER VENTURE PARTNERS
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

X

Deer VIII & Co. L.P.
C/O BESSEMER VENTURE PARTNERS
1865 PALMER AVENUE, SUITE 104
LARCHMONT, NY 10538

X

Bessemer Venture Partners VIII Institutional L.P.
 C/O BESSEMER VENTURE PARTNERS
 1865 PALMER AVENUE, SUITE 104
 LARCHMONT, NY 10538

X

Signatures

/s/ Scott Ring, General Counsel of Deer VIII & Co. Ltd., General Partner for Deer VIII & Co. L.P., the General Partner of Bessemer Venture Partners VIII Institutional L.P. and Bessemer Venture Partners VIII L.P. 10/21/2015

__Signature of Reporting Person Date

/s/ Scott Ring, General Counsel of Deer VIII & Co. Ltd., the General Partner for Deer VIII & Co. L.P. 10/21/2015

__Signature of Reporting Person Date

/s/ Scott Ring, General Counsel of Deer VIII & Co. Ltd. 10/21/2015

__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).

(1) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

(2) Represents 13,620 shares sold by Bessemer Venture Partners VIII L.P. ("BVP VIII") and 16,380 shares sold by Bessemer Venture Partners VIII Institutional L.P. ("BVP VIII Inst," and together with BVP VIII, the "Funds").

(3) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported Transaction ranged from \$13.50 to \$ 13.720. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

(4) After the reported transaction, BVP VIII owned 2,188,668 shares and BVP VIII Inst owned 2,632,184 shares.

(5) Deer VIII & Co. L.P. ("Deer VIII") is the general partner of each of the Funds. Deer VIII & Co. Ltd ("Deer Ltd.") is the general partner of Deer VIII. Deer VIII disclaims beneficial ownership of the shares held by the Funds (the "Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Shares, except to the extent of its pecuniary interest, if any, in the Shares by virtue of its general partner interests in the Funds. Deer Ltd. disclaims beneficial ownership of the Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Shares, except to the extent of its pecuniary interest, if any, in the Shares by virtue of its general partner interest in Deer VIII.

(6) Represents 11,565 shares sold by BVP VIII and 13,908 shares sold by BVP VIII Inst.

(7) After the reported transaction, BVP VIII owned 2,177,103 shares and BVP VIII Inst owned 2,618,276 shares.

(8) The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported Transaction ranged from \$13.50 to \$13.820. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

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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