

BOX INC

Form 3

January 22, 2015

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 Younger Graham R

(Last) (First) (Middle)

4440 EL CAMINO REAL

(Street)

LOS ALTOS,Â CAÂ 94022

(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 ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

EVP Worldwide Field Operations

5. 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**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

176,000 ⁽¹⁾

D Â

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)Date Exercisable Expiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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			Shares	(I) (Instr. 5)		
Employee Stock Option (right to buy)	Â (2)	04/02/2024	Existing Class B Common Stock (3)	224,000	\$ 17.85	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Younger Graham R 4440 EL CAMINO REAL LOS ALTOS, CA 94022	Â	Â	Â EVP Worldwide Field Operations	Â

Signatures

/s/ Peter McGoff,
Attorney-in-Fact

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).

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

- (1) 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) 1/4 of the shares subject to the option vest on February 18, 2015, and 1/48 of the shares vest monthly 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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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.