

BOX INC
Form 4
July 12, 2017

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 *
Draper Fisher Jurvetson Fund VIII LP

(Last) (First) (Middle)

C/O DRAPER FISHER
JURVETSON, 2882 SAND HILL
ROAD, SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/05/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class A Common Stock | 07/05/2017 | | C ⁽¹⁾ | 320,000 A | \$ 18.067 0 | I | By DALP (2) (3) (4) |
| Class A Common Stock | 07/05/2017 | | S | 320,000 D | \$ 18.067 0 | I | By DALP (2) (3) (4) |

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

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number.

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. L | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock <u>(6)</u> | <u>(6)</u> | 07/05/2017 | | C ⁽¹⁾ | 320,000 | <u>(6)</u> | <u>(6)</u> | Class A Common Stock | 320,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Draper Fisher Jurvetson Fund VIII L P C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | | X | | |
| DRAPER FISHER JURVETSON PARTNERS VIII LLC C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | | X | | |
| Draper Fisher Jurvetson Fund IX LP C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | | X | | |
| Draper Fisher Jurvetson Partners IX, LLC C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | | X | | |
| DRAPER ASSOCIATES L P C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | | X | | |
| DRAPER TIMOTHY C C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 | | X | | |

MENLO PARK, CA 94025

Fisher John H N
 C/O DRAPER FISHER JURVETSON X
 2882 SAND HILL ROAD, SUITE 150
 MENLO PARK, CA 94025

Jurvetson Stephen T
 C/O DRAPER FISHER JURVETSON X
 2882 SAND HILL ROAD, SUITE 150
 MENLO PARK, CA 94025

BAILEY MARK W
 C/O DRAPER FISHER JURVETSON X
 2882 SAND HILL ROAD, SUITE 150
 MENLO PARK, CA 94025

Schuler Barry
 C/O DRAPER FISHER JURVETSON X
 2882 SAND HILL ROAD, SUITE 150
 MENLO PARK, CA 94025

Signatures

/s/ John Fisher, Managing Director 07/12/2017

**Signature of Reporting Person Date

/s/ John Fisher, Managing Member 07/12/2017

**Signature of Reporting Person Date

/s/ John Fisher, Managing Director 07/12/2017

**Signature of Reporting Person Date

/s/ John Fisher, Managing Member 07/12/2017

**Signature of Reporting Person Date

/s/ Timothy C. Draper, General Partner 07/12/2017

**Signature of Reporting Person Date

/s/ Timothy Draper 07/12/2017

**Signature of Reporting Person Date

/s/ John Fisher 07/12/2017

**Signature of Reporting Person Date

/s/ Stephen Jurvetson 07/12/2017

**Signature of Reporting Person Date

/s/ Mark Bailey 07/12/2017

**Signature of Reporting Person Date

/s/ Barry Schuler

07/12/2017

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) Represents the conversion of Class B Common Stock into Class A Common Stock held by Draper Associates, L.P. (DALP).
The General Partner of DALP is Draper Associates, Inc. which is controlled by its President and majority shareholder, Timothy C. Draper. DALP invests lockstep alongside Draper Fisher Jurvetson Fund VIII, L.P. (Fund VIII) and Draper Fisher Jurvetson Fund IX, L.P. (Fund IX).
Timothy C. Draper, John H.N. Fisher and Stephen T. Jurvetson are managing directors of the general partner entities of Fund VIII and Fund IX that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares.
- (3) Draper Fisher Jurvetson Partners VIII, LLC (Partners VIII) invests lockstep alongside Fund VIII. Draper Fisher Jurvetson Partners IX, LLC (Partners IX) invests lockstep alongside Fund IX. The managing members of Partners VIII and Partners IX are Timothy C. Draper, John H.N. Fisher and Stephen T. Jurvetson. These individuals disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
John H.N. Fisher, Barry M. Schuler and Mark W. Bailey are managing directors of the general partner entities of Draper Fisher Jurvetson Growth Fund 2006, L.P. (Growth Fund) that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Jurvetson Partners Growth Fund 2006, LLC (Growth Partners) invests lockstep alongside Growth Fund. The managing members of Growth Partners are John H.N. Fisher, Barry M. Schuler, Mark W. Bailey, Timothy C. Draper and Stephen T. Jurvetson. These individuals disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (5) This sale price represents the weighted average sale price of the shares sold ranging from \$18.04 to \$18.21 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (6) 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.
- (7) 1,170,740 of these shares are owned directly by DALP, 2,330,280 of these shares are owned directly by Fund IX, 7,452,141 of these shares are owned directly by Fund VIII, 63,146 of these shares are owned directly by Partners IX, 165,601 of these shares are owned directly by Partners VIII, 1,390,544 of these shares are owned directly by Growth Fund, and 112,421 of these shares are owned directly by Growth Partners.

Remarks:

This report is filed as form 1 of 2 to report related transactions for the following filers: Draper Fisher Jurvetson Fund VIII, L.P.

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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