

Stein Josh
Form 4
October 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
Stein Josh

(Last) (First) (Middle)
900 JEFFERSON AVENUE
(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/13/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------------|---|-------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 10/10/2017 | | G | V | 25,000 | D | \$ 0 | 134,752 | I | See footnote <u>(1)</u> |
| Class A Common Stock | 10/13/2017 | | J ⁽²⁾ | | 201 | A | <u>(2)</u> | 134,953 | I | See footnote <u>(1)</u> |
| Class A Common Stock | 10/13/2017 | | J ⁽³⁾ | | 17,668 | A | <u>(3)</u> | 152,621 | I | See footnote <u>(1)</u> |
| Class A Common Stock | 10/13/2017 | | J ⁽⁴⁾ | | 6,799 | A | <u>(4)</u> | 159,841 ⁽⁵⁾ | I | See footnote <u>(1)</u> |

Class A
Common
Stock 5,382 (6) (7) D

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Stein Josh 900 JEFFERSON AVENUE REDWOOD CITY, CA 94063 | | X | | |

Signatures

/s/ Peter McGoff,
Attorney-in-Fact 10/17/2017

__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) Shares are held by the Joshua and Jennifer Stein Revocable Trust for which the Reporting Person serves as trustee.
 - (2) Represents the receipt of shares of Class A Common Stock of the Issuer by virtue of the pro rata in-kind distribution by Draper Fisher Jurvetson Partners IX, LLC.

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- (3) Represents the receipt of shares of Class A Common Stock of the Issuer by virtue of the pro rata in-kind distribution by Draper Fisher Jurvetson Fund VIII Partners, L.P.
- (4) Represents the receipt of shares of Class A Common Stock of the Issuer by virtue of the pro rata in-kind distribution by Draper Fisher Jurvetson Fund IX Partners, L.P.
- (5) Reflects 421 shares of Class A Common Stock of the Issuer received by virtue of a pro rata in-kind distribution by Draper Fisher Jurvetson Fund VIII Management Company, LLC. ("Management VIII").
- (6) Includes 5,382 RSUs. Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
- (7) Reflects the transfer of shares to Management VIII, as mandated by Draper Fisher Jurvetson policy. The transfer did not represent a discretionary trade by the Reporting Person.

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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