

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 *

WARRIOR PADMASREE

(Last) (First) (Middle)

4440 EL CAMINO REAL

(Street)

LOS ALTOS, CA 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)

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 Owned1. 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

10,125 ⁽¹⁾

D A

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

SEC 1473 (7-02)

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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 Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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| | | | | Shares | | (I) (Instr. 5) | |
|---------------------------------------------|--------------|--------------|---------------------------------------------------|--------|----------|-------------------|---|
| Existing Class B Common Stock <u>(2)</u> | Â <u>(2)</u> | Â <u>(2)</u> | Existing Class A Common Stock | 3,375 | \$ 0 | D | Â |
| Director Stock Option (right to buy) | Â <u>(3)</u> | 04/02/2024 | Existing Class B Common Stock <u>(2)</u> | 27,000 | \$ 17.85 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WARRIOR PADMASREE 4440 EL CAMINO REAL LOS ALTOS,Â CAÂ 94022 | Â X | Â | Â | 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. 1,125 of the RSUs vest on March 20, 2015, and 1/8 of the remaining RSUs vest every three months thereafter.

(2) 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.

(3) 1/36 of the shares subject to the option vested on May 3, 2014, and 1/36 of the shares vest monthly thereafter.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ 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.