BOX INC Form 4 June 24, 2016

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

O'Driscoll Rory

Symbol

(Check all applicable)

(Middle) (Last) (First)

3. Date of Earliest Transaction

BOX INC [BOX]

(Month/Day/Year)

06/22/2016

X Director 10% Owner Officer (give title _ Other (specify

C/O SCALE VENTURE MANAGEMENT III, LLC, 950 **TOWER LANE, SUITE 700**

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

FOSTER CITY, CA 94404

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

(State)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Class A Common

Stock

(City)

06/22/2016

A

\$0 $14,284 \frac{(2)}{2}$

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title Derivat Security (Instr. 3	ive Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative 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)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right Buy)	n \$ 11 19	06/22/2016		A	17,034	(3)	06/22/2026	Class A Common Stock	17,034	

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting owner runte, radices	Director	10% Owner	Officer	Other	
O'Driscoll Rory					
C/O SCALE VENTURE MANAGEMENT III, LLC	X	v			
950 TOWER LANE, SUITE 700	Λ	Λ			
FOSTER CITY, CA 94404					

Signatures

/s/ Rory

O'Driscoll 06/24/2016

**Signature of Date
Reporting Person

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).
- Represents an automatic annual restricted stock unit (RSU) award pursuant to the issuer's Outside Director Compensation Policy. Each
 (1) RSU represents a contingent right to receive one share of the issuer's Class A Common Stock upon settlement. 100% of the RSUs vest on the earlier of June 22, 2017 or the next annual meeting of the stockholders of the issuer.
- Pursuant to the policies of Scale Venture Partners III, LP ("Scale Partners") and Scale Venture Management III, LLC ("Scale Management III") and Scale Management LLC ("Scale Management") the Reporting Person is deemed to hold the reported security for the benefit of Scale Management. Scale Management may be deemed the indirect beneficial owner of the security. The Reporting Person disclaims beneficial ownership of the security except to the extent of his pecuniary interest therein.
- (3) Represents an automatic annual stock option award pursuant to the issuer's Outside Director Compensation Policy. 100% of the shares subject to the option vest on the earlier of June 22, 2017 or the next annual meeting of the stockholders of the issuer.
- Pursuant to the policies of Scale Partners, Scale Management III and Scale Management, the Reporting Person is deemed to hold the reported option for the benefit of Scale Management, and must exercise the option solely at the direction of Scale Partners and Scale Management III. Scale Management may be deemed the indirect beneficial owner of the option. The Reporting Person disclaims beneficial ownership of the option except to the extent of his pecuniary interest therein.

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.

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