

Levie Aaron
Form 4
June 18, 2018

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 *
Levie Aaron

(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)
06/14/2018

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)

Chief Executive Officer

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 | 06/14/2018 | | C | | 2,565,372 | A | \$ 0 (1) |
| | | | | | 2,598,072 | D | |

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

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SEC 1474
(9-02)

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

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| 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | | | Date Exercisable | Expiration Date | Title |
| Class B Common Stock | <u>(1)</u> | 06/14/2018 | | C | (A) 2,565,372 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock |
| Employee Stock Option (right to buy) | \$ 0.29 | 06/14/2018 | | <u>J(2)</u> | 588,841 | <u>(3)</u> | 07/14/2020 | Class B Common Stock |
| Employee Stock Option (right to buy) | \$ 0.29 | 06/14/2018 | | <u>J(2)</u> | 588,841 | <u>(3)</u> | 07/14/2020 | Class A Common Stock |
| Employee Stock Option (right to buy) | \$ 0.59 | 06/14/2018 | | <u>J(2)</u> | 25,000 | <u>(3)</u> | 04/06/2021 | Class B Common Stock |
| Employee Stock Option (right to buy) | \$ 0.59 | 06/14/2018 | | <u>J(2)</u> | 25,000 | <u>(3)</u> | 04/06/2021 | Class A Common Stock |
| Employee Stock Option (right to buy) | \$ 1.16 | 06/14/2018 | | <u>J(2)</u> | 770,000 | <u>(3)</u> | 04/01/2022 | Class B Common Stock |
| Employee Stock Option (right to buy) | \$ 1.16 | 06/14/2018 | | <u>J(2)</u> | 770,000 | <u>(3)</u> | 04/01/2022 | Class A Common Stock |
| Employee Stock Option (right to buy) | \$ 4 | 06/14/2018 | | <u>J(2)</u> | 410,000 | <u>(3)</u> | 04/01/2022 | Class B Common Stock |
| | \$ 4 | 06/14/2018 | | <u>J(2)</u> | 410,000 | <u>(3)</u> | 04/01/2022 | |

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- In connection with the automatic conversion described in footnote (1) above, outstanding Class B Common Stock restricted stock units
- (2) and options that were issued under the Issuer's 2011 Equity Incentive Plan and 2006 Stock Incentive Plan remain unchanged, except that the underlying shares are now Class A Common Stock.
 - (3) The shares subject to the option are fully vested and exercisable.

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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