

BOX INC

Form 3

January 22, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**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 *Â Meritech Capital Associates
IV, L.L.C.

(Last) (First) (Middle)

245 LYTTON AVENUE, SUITE
125

(Street)

PALO ALTO,Â CAÂ 94301

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
01/22/20153. 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 Owned**1. 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)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series D Preferred Stock	Â (1)	Â (1)	Existing Class A Common Stock	4,012,366	\$ (1)	I	See footnote (2)
Series D Preferred Stock	Â (1)	Â (1)	Existing Class A Common Stock	99,086	\$ (1)	I	See footnote (3)
Series D-1 Preferred Stock	Â (1)	Â (1)	Existing Class A Common Stock	486,042	\$ (1)	I	See footnote (2)
Series D-1 Preferred Stock	Â (1)	Â (1)	Existing Class A Common Stock	12,003	\$ (1)	I	See footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meritech Capital Associates IV, L.L.C. 245 LYTTON AVENUE, SUITE 125 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
Meritech Capital Partners IV L.P. 245 LYTTON AVENUE, SUITE 125 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
Meritech Capital Affiliates IV L.P. 245 LYTTON AVENUE, SUITE 125 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
Sherman Craig 245 LYTTON AVENUE, SUITE 125 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
MADERA PAUL S 245 LYTTON AVENUE, SUITE 125 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
GORDON MICHAEL B 245 LYTTON AVENUE, SUITE 125 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
Bischof George 245 LYTTON AVENUE, SUITE 125 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â

Ward Rob

245 LYTTON AVENUE, SUITE 125
PALO ALTO, CA 94301

Â Â X Â Â

Signatures

/s/ Joel Backman, attorney-in-fact for Meritech Capital Associates IV
L.L.C.

01/22/2015

__Signature of Reporting Person

Date

/s/ Joel Backman, attorney-in-fact for Meritech Capital Partners IV
L.P.

01/22/2015

__Signature of Reporting Person

Date

/s/ Joel Backman, attorney-in-fact for Meritech Capital Affiliates IV
L.P.

01/22/2015

__Signature of Reporting Person

Date

/s/ Joel Backman, attorney-in-fact for Craig Sherman

01/22/2015

__Signature of Reporting Person

Date

/s/ Joel Backman, attorney-in-fact for Paul Madera

01/22/2015

__Signature of Reporting Person

Date

/s/ Joel Backman, attorney-in-fact for Michael Gordon

01/22/2015

__Signature of Reporting Person

Date

/s/ Joel Backman, attorney-in-fact for George Bischof

01/22/2015

__Signature of Reporting Person

Date

/s/ Joel Backman, attorney-in-fact for Rob Ward

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).

- (1) Subject to certain adjustments, the Series D Preferred Stock and Series D-1 Preferred Stock are convertible into the Issuer's existing Class A Common Stock ("Existing Class A Common Stock") on a 1:1 basis and have no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series D Preferred Stock and Series D-1 Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.

- (2) The reported securities are held of record by Meritech Capital Partners IV L.P. ("MCP IV"). Meritech Capital Associates IV L.L.C., the general partner of MCP IV, has sole voting and dispositive power with respect to the securities held by MCP IV. Paul S. Madera, Michael B. Gordon, Robert D. Ward, George H. Bischof and Craig Sherman, the managing members of Meritech Capital Associates IV L.L.C., share voting and dispositive power with respect to the shares held by MCP IV. Such persons and entities disclaim beneficial ownership of the securities held by MCP IV except to the extent of any pecuniary interest therein.

- (3) The reported securities are held of record by Meritech Capital Affiliates IV L.P. ("MCA IV"). Meritech Capital Associates IV L.L.C., the general partner of MCA IV, has sole voting and dispositive power with respect to the securities held by MCA IV. Paul S. Madera, Michael B. Gordon, Robert D. Ward, George H. Bischof and Craig Sherman, the managing members of Meritech Capital Associates IV L.L.C., share voting and dispositive power with respect to the shares held by MCA IV. Such persons and entities disclaim beneficial ownership of the securities held by MCA IV except to the extent of any 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.

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