

BOX INC

Form 4

December 21, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Draper Fisher Jurvetson Fund VIII L
P

(Last) (First) (Middle)

C/O DRAPER FISHER
JURVETSON, 2882 SAND HILL
ROAD, SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/20/2016		J ⁽¹⁾		200	D	<u>11</u> 0
						I	Bu Fund VIII Partners ⁽²⁾ <u>(3)</u> <u>(4)</u> <u>(5)</u>

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

Draper Fisher Jurvetson Fund VIII L P
C/O DRAPER FISHER JURVETSON
2882 SAND HILL ROAD, SUITE 150
MENLO PARK, CA 94025

X

DRAPER FISHER JURVETSON GROWTH FUND 2006 LP
C/O DRAPER FISHER JURVETSON
2882 SAND HILL ROAD, SUITE 150
MENLO PARK, CA 94025

X

DRAPER FISHER JURVETION PARTNERS GROWTH FUND 2006 LLC
C/O DRAPER FISHER JURVETSON
2882 SAND HILL ROAD, SUITE 150
MENLO PARK, CA 94025

X

Signatures

/s/ John Fisher, Managing
Director

12/21/2016

__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) Represents a pro rata in-kind distribution of Class A Common Stock of the Issuer by Draper Fisher Jurvetson Fund VIII Partners, L.P. (Fund VIII Partners) to its partners or members.

(2) The General Partner of Draper Associates, L.P. (DALP) is Draper Associates, Inc. which is controlled by its President and majority shareholder, Timothy C. Draper. DALP invests lockstep alongside Draper Fisher Jurvetson Fund VIII, L.P. (Fund VIII) and Draper Fisher Jurvetson Fund IX, L.P. (Fund IX).

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- (3) Timothy C. Draper, John H.N. Fisher and Stephen T. Jurevson are managing directors of the general partner entities of Fund VIII and Fund IX that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Jurevson Partners VIII, LLC (Partners VIII) invests lockstep alongside Fund VIII. Draper Fisher Jurevson Partners IX, LLC (Partners IX) invests lockstep alongside Fund IX. The managing members of Partners VIII and Partners IX are Timothy C. Draper, John H.N. Fisher and Stephen T. Jurevson. These individuals disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (4) John H.N. Fisher, Barry M. Schuler and Mark W. Bailey are managing directors of the general partner entities of Draper Fisher Jurevson Growth Fund 2006, L.P. (Growth Fund) that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Jurevson Partners Growth Fund 2006, LLC (Growth Partners) invests lockstep alongside Growth Fund. The managing members of Growth Partners are John H.N. Fisher, Barry M. Schuler, Mark W. Bailey, Timothy C. Draper and Stephen T. Jurevson. These individuals disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (5) Shares were acquired pursuant to a prior pro rata in-kind distribution of Class A Common Stock of the Issuer by Fund VIII to its partners or members including Fund VIII Partners.

Remarks:

This report is filed as form 2 of 2 to report related transactions for the following filers: Draper Fisher Jurevson Fund VIII, L.P.

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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