

Smith Dylan C
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 *
Smith Dylan C

(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 Financial 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		1,210,545	A	1,210,545	D	
Class A Common Stock	06/14/2018		C		85,000	A	85,000	I	See footnote (2)

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

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Class B Common Stock	<u>(1)</u>	06/14/2018		C		1,210,545	<u>(1)</u>	<u>(1)</u>	Class A Common Stock
Class B Common Stock	<u>(1)</u>	06/14/2018		C		85,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock
Employee Stock Option (right to buy)	\$ 0.59	06/14/2018		<u>J(3)</u>		17,362	<u>(4)</u>	04/06/2021	Class B Common Stock
Employee Stock Option (right to buy)	\$ 0.59	06/14/2018		<u>J(3)</u>	17,362		<u>(4)</u>	04/06/2021	Class A Common Stock
Employee Stock Option (right to buy)	\$ 1.16	06/14/2018		<u>J(3)</u>		240,000	<u>(4)</u>	03/31/2022	Class B Common Stock
Employee Stock Option (right to buy)	\$ 1.16	06/14/2018		<u>J(3)</u>	240,000		<u>(4)</u>	03/31/2022	Class A Common Stock
Employee Stock Option (right to buy)	\$ 1.16	06/14/2018		<u>J(3)</u>		140,000	<u>(5)</u>	03/31/2022	Class B Common Stock
Employee Stock Option (right to buy)	\$ 1.16	06/14/2018		<u>J(3)</u>	140,000		<u>(5)</u>	03/31/2022	Class A Common Stock

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).

- This does not represent a sale or purchase of Issuer's common stock; rather, it represents the automatic conversion of shares of the Issuer's Class B Common Stock into shares of the Issuer's Class A Common Stock, which occurred when outstanding Class B Common Stock no longer represented at least 5% of the Issuer's total outstanding common stock, as set forth in the Issuer's Amended and Restated Certificate of Incorporation.
- (1) The shares are held of record by the DCS GRAT of 2014, for which the Reporting Person serves as trustee.
 - (2) In connection with the automatic conversion described in footnote (1) above, outstanding Class B Common Stock restricted stock units 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.
 - (4) 1/96 of the shares subject to the option vest monthly over two years beginning on February 1, 2012, and 1/32 of the shares vest monthly thereafter.
 - (5) 1/96 of the shares subject to the option vest monthly over two years beginning on February 1, 2013, and 1/32 of the shares vest monthly thereafter.
 - (6) 1/4 of the shares subject to the option vest on March 20, 2016, and 1/48 of the shares vest monthly thereafter.

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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