

BOX INC  
Form 3  
January 22, 2015

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

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â KRAUSZ STEVEN M		(Month/Day/Year)	BOX INC [BOX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2735 SAND HILL ROAD			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
MENLO PARK,Â CAÂ 94025			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below) (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Series B Preferred Stock	Â (1)	Â (1)	Existing Class A Common Stock	8,283,181	\$ (1)	I	Directly owned by USVP IX (4)
Series C Preferred Stock	Â (2)	Â (2)	Existing Class A Common Stock	2,486,922	\$ (2)	I	Directly owned by USVP IX (4)
Series D Preferred Stock	Â (3)	Â (3)	Existing Class A Common Stock	943,672	\$ (3)	I	Directly owned by USVP IX (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAUSZ STEVEN M 2735 SAND HILL ROAD MENLO PARK, CA 94025	Â X	Â X	Â	Â

## Signatures

Michael P. Maher,  
Attorney-in-Fact

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

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

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

(4) The shares are held of record by U.S. Venture Partners IX, L.P. ("USVP IX"). Presidio Management Group IX, LLC ("PMG IX") is the general partner of USVP IX and may be deemed to have sole voting and dispositive power over the shares held by USVP IX. Steven M. Krausz, a director of the Issuer, and each of Irwin Federman, David E. Liddle, Paul A Matteucci, Jonathan D. Root, Casey M. Tansey, and Philip M. Young, are managing members of PMG IX, and may be deemed to share voting and dispositive power over the shares held by USVP IX. Such persons and entities disclaim beneficial ownership of shares held by USVP IX, except to the extent of any proportionate 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.