

BOX INC
Form 4
January 30, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TPG Growth II Advisors, Inc.

(Last) (First) (Middle)

C/O TPG GLOBAL, LLC, 301
COMMERCE STREET, SUITE
3300

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2015

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. 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 Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Existing Class A Common Stock | 01/28/2015 | | C | | 5,952,380 | A | <u>(2)</u> 5,952,380 | I | See Explanation of Responses <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(5)</u> |
| Existing Class A Common Stock | 01/28/2015 | | J | | 5,952,380 | D | <u>(2)</u> 0 | I | See Explanation of Responses <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(5)</u> |

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

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(9-02)

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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series F Preferred Stock | (2) | 01/28/2015 | | C | | 3,750,000 | (2) | (2) | Existing Class A Common Stock |
| Class B Common Stock | (3) | 01/28/2015 | | J | | 5,952,380 | (3) | (3) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TPG Growth II Advisors, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | | X | | |
| BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | | X | | |
| COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Ronald Cami, Vice President, TPG Growth II Advisors, Inc. (6) | 01/30/2015 |
| __Signature of Reporting Person | Date |
| /s/ Ronald Cami, on behalf of David Bonderman (6) (7) | 01/30/2015 |
| __Signature of Reporting Person | Date |
| /s/ Ronald Cami, on behalf of James G. Coulter (6) (7) | 01/30/2015 |
| __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) David Bonderman and James G. Coulter are officers and sole shareholders of TPG Growth II Advisors, Inc. ("Growth II Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Bogota Holdings, L.P. ("TPG Bogota"), which directly holds 5,952,380 shares of Class B Common Stock (the "Class B Common") of Box, Inc. (the "Issuer").
- (2) On January 28, 2015, the shares of Series F Preferred Stock of the Issuer (the "Series F Preferred") held by TPG Bogota automatically converted into 5,952,380 shares of existing Class A Common Stock of the Issuer. Immediately thereafter, each share of existing Class A Common Stock was reclassified into one share of Class B Common. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of Series F Preferred were convertible, at the option of the holder, at any time into shares of existing Class A Common Stock, of the Issuer, at an initial conversion rate equal to one share of existing Class A Common Stock per share of Series F Preferred. The initial conversion rate was adjusted as a result of the price per share at which shares of Class A Common Stock were sold in the Issuer's initial public offering.
- (3) Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, as amended, each share of Class B Common is convertible, at the option of the holder, at any time into one share of Class A Common Stock.
- (4) Because of the relationship between the Reporting Persons and TPG Bogota, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG Bogota. Each of TPG Bogota and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of TPG Bogota's or such Reporting Person's pecuniary interest therein, if any.
- (5) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(6) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (7) Ronald Cami is

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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