

BOX INC
Form SC 13G/A
February 14, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1) *

Box, Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.0001
(Title of Class of Securities)

10316T104
(CUSIP Number)

December 31, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 9

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1 NAME Meritech
 OF Capital
 REPORTING PERSONS IV
 PERSON. ("MCP IV")
 CHECK THE
 2 APPROPRIATE BOX
 IF A MEMBER OF A
 GROUP*

3 (a) (b)
 SEC USE ONLY
 4 CITIZENSHIP OR
 PLACE OF
 ORGANIZATION
 Delaware

SOLE
 VOTING
 POWER
 2,391,097
 shares, except
 that Meritech
 Capital
 NUMBER OF Associates IV
 SHARES 5 L.L.C. ("MCA
 BENEFICIALLY IV"), the general
 partner of MCP
 OWNED BY IV, may be
 EACH deemed to have
 sole voting
 REPORTING power with
 respect to such
 PERSON shares.
 SHARED
 6 POWER
 WITH See response to
 row 5.
 7 SOLE
 DISPOSITIVE
 POWER
 2,391,097
 shares, except
 that MCA IV,
 the general
 partner of MCP
 IV, may be
 deemed to have
 sole dispositive

power with
respect to such
shares.
SHARED
DISPOSITIVE
8 POWER
See response to
row 7.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 2,391,097
EACH
REPORTING
PERSON
CHECK
BOX IF
THE

10 AGGREGATE
AMOUNT
IN
ROW 9
EXCLUDES
CERTAIN
SHARES*
PERCENT
OF
CLASS
REPRESENTED

11 BY 3.8%
AMOUNT
IN
ROW 9

12 TYPE
OF
REPORTING
PERSON*

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1 NAME Meritech
 OF Capital
 REPORTING Affiliates IV
 PERSON L.P. ("MC AFF
 IV")

2 CHECK THE
 APPROPRIATE BOX
 IF A MEMBER OF A
 GROUP*

3 (a) (b)
 SEC USE ONLY
 CITIZENSHIP OR
 4 PLACE OF
 ORGANIZATION

Delaware

SOLE
 VOTING
 POWER
 59,049 shares,
 except that
 MCA IV, the
 5 general partner
 of MC AFF IV,
 may be deemed
 to have sole
 voting power
 with respect to
 such shares.

NUMBER OF

SHARES

SHARED
 VOTING
 6 POWER

BENEFICIALLY

See response to
 row 5.

OWNED BY EACH

SOLE
 DISPOSITIVE
 POWER

REPORTING

59,049 shares,
 except that
 MCA IV, the

PERSON

7 general partner
 of MC AFF IV,
 may be deemed
 to have sole
 dispositive
 power with
 respect to such
 shares.

WITH

SHARED
DISPOSITIVE
8 POWER
See response to
row 7.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED 59,049
BY
EACH
REPORTING
PERSON
CHECK
BOX IF
THE
10 AGGREGATE
AMOUNT.
IN ROW
(9)
EXCLUDES
CERTAIN
SHARES*
PERCENT
OF
CLASS
REPRESENTED
BY
11 AMOUNT 0.1%
IN ROW
9

12 TYPE OF
REPORTING
PERSON*PN

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1 NAME Meritech
 OF Capital
 REPORTING Associates IV
 PERSON L.L.C. ("MCA
 IV")

2 CHECK THE
 APPROPRIATE BOX
 IF A MEMBER OF A
 GROUP*

3 (a) (b) x
 SEC USE ONLY
 CITIZENSHIP OR
 4 PLACE OF
 ORGANIZATION
 Delaware

NUMBER OF SOLE
 SHARES VOTING
 BENEFICIALLY POWER
 OWNED BY 2,450,146
 EACH 2,391,097
 REPORTING 5 shares are held
 PERSON SHARED by MCP IV and
 WITH VOTING 59,049 shares
 6 POWER are held by MC
 7 SOLE AFF IV, for
 DISPOSITIVE whom MCA IV
 POWER serves as
 2,450,146 general partner.
 shares, of
 which
 2,391,097
 shares are held
 by MCP IV and
 59,049 shares
 are held by MC
 AFF IV, for

whom MCA IV
serves as
general partner.
SHARED
DISPOSITIVE
8 POWER
See response to
row 7.

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY 2,450,146
EACH
REPORTING
PERSON
CHECK
BOX IF
THE

10 AGGREGATE
AMOUNT
IN ..
ROW
(9)

EXCLUDES
CERTAIN
SHARES*
PERCENT
OF
CLASS
REPRESENTED
BY 3.9%
11 AMOUNT
IN
ROW 9

12 TYPE
OF
REPORTING
PERSON*

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This Amendment No. 1 amends the Statement on Schedule 13G previously filed by Meritech Capital Partners IV L.P., a Delaware limited partnership (“MCP IV”), Meritech Capital Affiliates IV L.P., a Delaware limited partnership (“MC AFF IV”) and Meritech Capital Associates IV L.L.C., a Delaware limited liability company (“MCA IV”). The foregoing entities are collectively referred to as the “Reporting Persons.”

ITEM 1(A). NAME OF ISSUER

Box, Inc.

ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

ITEM 1(B).

900 Jefferson Ave.
Redwood City, California 94063

NAME OF PERSONS FILING

ITEM

2(A). MCA IV is the general partner of each of MCP IV and MC AFF IV, and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP IV and MC AFF IV.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Meritech Capital Partners
245 Lytton Ave, Suite 125
Palo Alto, CA 94301

CITIZENSHIP

ITEM

2(C). MCP IV and MC AFF IV are Delaware limited partnerships. MCA IV is a Delaware limited liability company.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Class A Common Stock, par value \$0.0001

CUSIP #10316T104

ITEM 3. Not Applicable.

OWNERSHIP

ITEM

4. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

ITEM OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be

the beneficial owner of more than five percent of the class of securities, check the following: Yes

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

- ITEM 6. Under certain circumstances set forth in the limited partnership agreements of MCP IV and MC AFF IV, and the limited liability company agreement of MCA IV, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

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IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

ITEM 8.

Not applicable.

NOTICE OF DISSOLUTION OF GROUP

ITEM 9.

Not applicable.

CERTIFICATION

ITEM 10.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2017

Entities:

Meritech Capital Partners IV L.P.
Meritech Capital Affiliates IV L.P.
Meritech Capital Associates IV L.L.C.

By: /s/ Joel Backman
Joel Backman, Attorney-in-fact
for above-listed entities

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT INDEX

| <u>Exhibit</u> | Found on Sequentially <u>Numbered Page</u> |
|--|---|
| Exhibit A: Agreement of Joint Filing | 10 |
| Exhibit B: Reference to Joel Backman as Attorney-in-Fact | 11 |

exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Class A Common Stock of Box, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

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exhibit B

Reference to Joel Backman as Attorney-in-Fact

Joel Backman has signed the enclosed documents as Attorney-In-Fact. Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.