

BOX INC
Form 4
July 07, 2015

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 *
Meritech Capital Associates IV,
L.L.C.

(Last) (First) (Middle)

245 LYTTON AVENUE, SUITE
125

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

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

07/07/2015

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	07/07/2015		C		4,498,408	A	\$ 0 4,498,408	I	See footnote (1)
Class A Common Stock	07/07/2015		C		111,089	A	\$ 0 111,089	I	See footnote (2)

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(3)	07/07/2015		C	4,498,408	(3)	(3)	Class A Common Stock	4,498,408
Class B Common Stock	(3)	07/07/2015		C	111,089	(3)	(3)	Class A Common Stock	111,089

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meritech Capital Associates IV, L.L.C. 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301		X		
Meritech Capital Partners IV L.P. 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301		X		
Meritech Capital Affiliates IV L.P. 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301		X		
Ward Rob 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301		X		
Sherman Craig 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301		X		
MADERA PAUL S 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301		X		
GORDON MICHAEL B 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301		X		
Bischof George 245 LYTTON AVENUE, SUITE 125		X		

PALO ALTO, CA 94301

Signatures

/s/ Joel Backman, attorney-in-fact for Meritech Capital Associates IV L.L.C.	07/07/2015
**Signature of Reporting Person	Date
/s/ Joel Backman, attorney-in-fact for Meritech Capital Partners IV L.P.	07/07/2015
**Signature of Reporting Person	Date
/s/ Joel Backman, attorney-in-fact for Meritech Capital Affiliates IV L.P.	07/07/2015
**Signature of Reporting Person	Date
/s/ Joel Backman, attorney-in-fact for Rob Ward	07/07/2015
**Signature of Reporting Person	Date
/s/ Joel Backman, attorney-in-fact for Craig Sherman	07/07/2015
**Signature of Reporting Person	Date
/s/ Joel Backman, attorney-in-fact for Paul Madera	07/07/2015
**Signature of Reporting Person	Date
/s/ Joel Backman, attorney-in-fact for Michael Gordon	07/07/2015
**Signature of Reporting Person	Date
/s/ Joel Backman, attorney-in-fact for George Bischof	07/07/2015
**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).

The reported securities are held of record by Meritech Capital Partners IV L.P. ("MCP IV"). Meritech Capital Associates IV L.L.C., the general partner of MCP IV, has sole voting and dispositive power with respect to the securities held by MCP IV. Paul S. Madera, Michael (1) B. Gordon, Robert D. Ward, George H. Bischof and Craig Sherman, the managing members of Meritech Capital Associates IV L.L.C., share voting and dispositive power with respect to the shares held by MCP IV. Such persons and entities disclaim beneficial ownership of the securities held by MCP IV except to the extent of any pecuniary interest therein.

The reported securities are held of record by Meritech Capital Affiliates IV L.P. ("MCA IV"). Meritech Capital Associates IV L.L.C., the general partner of MCA IV, has sole voting and dispositive power with respect to the securities held by MCA IV. Paul S. Madera, (2) Michael B. Gordon, Robert D. Ward, George H. Bischof and Craig Sherman, the managing members of Meritech Capital Associates IV L.L.C., share voting and dispositive power with respect to the shares held by MCA IV. Such persons and entities disclaim beneficial ownership of the securities held by MCA IV except to the extent of any pecuniary interest therein.

(3) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

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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