BOX INC Form 3

January 22, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB APPROVAL** FORM 3 Washington, D.C. 20549 OMB 3235-0104 Number: January 31, **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** Expires: 2005 **SECURITIES** Estimated average burden hours per Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 0.5 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement BOX INC [BOX] MOTT DAVID M (Month/Day/Year) 01/22/2015 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) **1954 GREENSPRING** (Check all applicable) DRIVE, SUITE 600 (Street) 6. Individual or Joint/Group _X__ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person TIMONIUM, MDÂ 21093 Form filed by More than One Reporting Person (City) (State) (Zip) **Table I - Non-Derivative Securities Beneficially Owned** 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities 3. Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Existing Class A Common Stock Ι See Note $2^{(2)}$ 162,780 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Date Exercisable and | 3. Title and Amount of | 4. | 5. | 6. Nature of Indirect |
|---------------------------------|-------------------------|------------------------|-------------|------------|-----------------------|
| (Instr. 4) | Expiration Date | Securities Underlying | Conversion | Ownership | Beneficial Ownership |
| | (Month/Day/Year) | Derivative Security | or Exercise | Form of | (Instr. 5) |
| | | (Instr. 4) | Price of | Derivative | |
| | | Title | Derivative | Security: | |
| | | | Security | Direct (D) | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------------------|---------------------|--------------------|--|----------------------------------|---------------|----------------------------------|----------------|
| Series D2 Preferred Stock | (<u>1)</u> | (1) | Existing Class A Common Stock | 1,653,761 | \$ <u>(1)</u> | I | See Note 2 (2) |
| Series E Preferred Stock | (<u>3)</u> | (<u>3)</u> | Existing Class A Common Stock | 274,916 | \$ <u>(3)</u> | I | See Note 2 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| MOTT DAVID M 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | Â | X | Â | Â | |
| Signatures | | | | | |
| | | | | | |

| /s/ Sasha Keough, attorney-in-fact | 01/22/2015 |
|---------------------------------------|------------|
| **Signature of Reporting Person | Date |

**Signature of Reporting Person

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).
- Subject to certain adjustments, the Series D2 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 (1) offering, all shares of Series D2 Preferred Stock will automatically convert into shares of Existing Class A Common Stock of the Issuer.

The Reporting Person is a director of NEA 13 GP, LTD, which is the sole general partner of NEA Partners 13, L.P. ("NEA Partners 13"). NEA Partners 13 is the sole general partner of New Enterprise Associates 13, L.P. ("NEA 13"), which is the direct beneficial owner of the

(2)securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 13 shares in which the Reporting Person has no pecuniary interest.

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

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.