

BOX INC

Form 4

January 30, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

**EMERGENCE CAPITAL
PARTNERS II LP**

(Last) (First) (Middle)

160 BOVET ROAD, SUITE 300

(Street)

SAN MATEO, CA 94402

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Existing Class A Common Stock	01/28/2015		C		1,689,028	A	<u>(1)</u> <u>(2)</u>	1,689,028	I	See footnote <u>(3)</u>
Existing Class A Common Stock ⁽⁴⁾	01/28/2015		J		1,689,028	D	<u>(4)</u>	0	I	See footnote <u>(3)</u>

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

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information contained in this form are not
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SEC 1474
(9-02)

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 Security (Instr. 3 and 4)		
				Code	V	Date Exercisable	Expiration Date	Title	Amount
					(A)				Share
Series D Preferred Stock ⁽¹⁾	<u>(1)</u>	01/28/2015		C	1,502,261	<u>(1)</u>	<u>(1)</u>	Existing Class A Common Stock	1,502,261
Series D-1 Preferred Stock ⁽²⁾	<u>(2)</u>	01/28/2015		C	186,767	<u>(2)</u>	<u>(2)</u>	Existing Class A Common Stock	186,767
Class B Common Stock ⁽⁵⁾	<u>(5)</u>	01/28/2015		J	1,689,028	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	1,689,028

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

X

X

By: Emergence Capital Partners II, L.P., By: Emergence Equity Partners II, L.P., its sole general partner, By: Emergence GP Partners, LLC, its sole general partner, /s/ Jason Green, Manager

01/30/2015

Signature of Reporting Person

Date _____

By: Emergence Equity Partners II, L.P., By: Emergence GP Partners, LLC, its sole general partner, /s/ Jason Green, Manager

01/30/2015

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__Signature of Reporting Person

Date

By: Emergence GP Partners, LLC, /s/ Jason Green, Manager

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) The Series D Preferred Stock automatically converted into the Issuer's existing Class A Common Stock ("Existing Class A Common Stock") on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (2) The Series D-1 Preferred Stock automatically converted into Existing Class A Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (3) Shares are held directly by Emergence Capital Partners II, L.P. ("Emergence"). The sole general partner of Emergence is Emergence Equity Partners II, L.P. ("EEP II"), the sole general partner of EEP II is Emergence GP Partners, LLC ("EGP"), and each of EEP II and EGP may be deemed to have sole voting and dispositive power with respect to the shares held by Emergence.
- (4) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Existing Class A Common Stock, each share of Existing Class A Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- (5) 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. 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.