

Schuler Barry
Form 4
May 14, 2018

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 *
Draper Fisher Jurvetson Fund VIII LP

(Last) (First) (Middle)

C/O DRAPER FISHER
JURVETSON, 2882 SAND HILL
ROAD, SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/10/2018

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 | 05/10/2018 | | C ⁽¹⁾ | | 556,218 | A | Ⓐ | 556,218 | I | By Growth Fund ⁽²⁾ ⁽³⁾ ₍₄₎ |
| Class A Common Stock | 05/10/2018 | | J ⁽⁵⁾ | | 556,218 | D | Ⓓ | 0 | I | By Growth Fund ⁽²⁾ ⁽³⁾ ₍₄₎ |
| Class A Common Stock | 05/10/2018 | | C ⁽⁶⁾ | | 44,968 | A | Ⓐ | 44,968 | I | By Growth Partners ⁽²⁾ |

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| | | | | | | | | (3) (4) | |
|----------------------------|------------|--|-------------------|--------|---|------|--------|---------|--|
| Class A Common Stock | 05/10/2018 | | J ⁽⁷⁾ | 44,968 | D | (7) | 0 | I | By Growth Partners ⁽²⁾ (3) (4) |
| Class A Common Stock | 05/10/2018 | | J ⁽⁸⁾ | 83,637 | A | (8) | 83,637 | I | See footnote (9) |
| Class A Common Stock | 05/10/2018 | | J ⁽¹⁰⁾ | 83,637 | D | (10) | 0 | I | See footnote (9) |

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) (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) | 8. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|---|--|---|-------------------------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Class B Common Stock ⁽¹¹⁾ | (11) | 05/10/2018 | | C ⁽¹⁾ | 556,218 | (11) | (11) | Class A Common Stock | 556,218 |
| Class B Common Stock ⁽¹¹⁾ | (11) | 05/10/2018 | | C ⁽⁶⁾ | 44,968 | (11) | (11) | Class A Common Stock | 44,968 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Draper Fisher Jurvetson Fund VIII L P C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | | | X | |

| | |
|--|---|
| DRAPER FISHER JURVETSON PARTNERS VIII LLC C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | X |
| Draper Fisher Jurvetson Fund IX LP C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | X |
| Draper Fisher Jurvetson Partners IX, LLC C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | X |
| DRAPER ASSOCIATES L P C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | X |
| DRAPER TIMOTHY C C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | X |
| Fisher John H N C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | X |
| BAILEY MARK W C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | X |
| Schuler Barry C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | X |

Signatures

| | |
|---------------------------------------|------------|
| /s/ John Fisher, Managing Director | 05/14/2018 |
| **Signature of Reporting Person | Date |
| /s/ John Fisher, Managing Member | 05/14/2018 |
| **Signature of Reporting Person | Date |
| /s/ John Fisher, Managing Director | 05/14/2018 |
| **Signature of Reporting Person | Date |
| /s/ John Fisher, Managing Member | 05/14/2018 |

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| | |
|---|------------|
| <u> </u> **Signature of Reporting Person | Date |
| /s/ Timothy C. Draper, General Partner | 05/14/2018 |
| <u> </u> **Signature of Reporting Person | Date |
| /s/ Timothy Draper | 05/14/2018 |
| <u> </u> **Signature of Reporting Person | Date |
| /s/ John Fisher | 05/14/2018 |
| <u> </u> **Signature of Reporting Person | Date |
| /s/ Mark Bailey | 05/14/2018 |
| <u> </u> **Signature of Reporting Person | Date |
| /s/ Barry Schuler | 05/14/2018 |
| <u> </u> **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) Represents the conversion of Class B Common Stock into Class A Common Stock held by Draper Fisher Juvetson Growth Fund 2006, L.P. (Growth Fund).
- (2) The General Partner of Draper Associates, L.P. (DALP) is Draper Associates, Inc. which is controlled by its President and majority shareholder, Timothy C. Draper. DALP invests lockstep alongside Draper Fisher Juvetson Fund VIII, L.P. (Fund VIII) and Draper Fisher Juvetson Fund IX, L.P. (Fund IX).
- (3) Timothy C. Draper and John H.N. Fisher are managing directors of the general partner entities of Fund VIII and Fund IX that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Juvetson Partners VIII, LLC (Partners VIII) invests lockstep alongside Fund VIII. Draper Fisher Juvetson Partners IX, LLC (Partners IX) invests lockstep alongside Fund IX. The managing members of Partners VIII and Partners IX are Timothy C. Draper and John H.N. Fisher. These individuals disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (4) John H.N. Fisher, Barry M. Schuler and Mark W. Bailey are managing directors of the general partner entities of Draper Fisher Juvetson Growth Fund 2006, L.P. (Growth Fund) that directly hold shares and as such they may be deemed to have voting and investment power with respect to such shares. Draper Fisher Juvetson Partners Growth Fund 2006, LLC (Growth Partners) invests lockstep alongside Growth Fund. The managing members of Growth Partners are John H.N. Fisher, Barry M. Schuler, Mark W. Bailey and Timothy C. Draper. These individuals disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (5) Represents a pro rata in-kind distribution of Class A Common Stock of the Issuer by Growth Fund to its partners or members and includes the subsequent distribution by Draper Fisher Juvetson Growth Fund 2006 Partners, L.P. (Growth Fund 2006 Partners) to its respective partners or members.
- (6) Represents the conversion of Class B Common Stock into Class A Common Stock held by Growth Partners.
- (7) Represents a pro rata in-kind distribution of Class A Common Stock of the Issuer by Growth Partners to its partners or members.
- (8) Represents the receipt of shares of Class A Common Stock of the Issuer by virtue of the pro rata in-kind distribution by Growth Fund.
- (9) Shares held by Growth Fund 2006 Partners.
- (10) Represents a pro rata in-kind distribution of Class A Common Stock of the Issuer by Growth Fund 2006 Partners to its partners or members.
- (11) 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.
- (12) Shares held by DALP.

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Remarks:

This report is filed as form 1 of 2 to report related transactions for the following filers: Draper Fisher Jurvetson Fund VIII, L.L.C.

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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