

BOX INC

Form 4

December 22, 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McGoff Peter M

(Last) (First) (Middle)

900 JEFFERSON AVENUE

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/20/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP, Gen. Counsel &amp; Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Class A<br>Common<br>Stock            | 12/20/2015                              |                                                             | F                                    |                                                                            | 294 <sup>(1)</sup>                                                                                                 | D \$ 14                                                              | 27,567 <sup>(2)</sup> D                                           |

Reminder: Report on a separate line for each class of securities beneficially 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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: BOX INC - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                                                                                                                                                                                                                                                                                                                                                | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 5) |  |  |  |  |      |   |     |     |  |                            |     |  |  |  |  |     |     |                            |  |  |  |  |  |  |  |  |                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------|--|--|--|--|------|---|-----|-----|--|----------------------------|-----|--|--|--|--|-----|-----|----------------------------|--|--|--|--|--|--|--|--|-------------------|
| <table> <tr> <th></th><th></th><th></th><th></th><th>Code</th><th>V</th><th>(A)</th><th>(D)</th><th></th></tr> <tr> <td>Class B<br/>Common<br/>Stock</td><td>(3)</td><td></td><td></td><td></td><td></td><td>(3)</td><td>(3)</td><td>Class A<br/>Common<br/>Stock</td></tr> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td>153,272<br/>Shares</td></tr> </table> |                                                                       |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     |                                                        |  |  |  |  | Code | V | (A) | (D) |  | Class B<br>Common<br>Stock | (3) |  |  |  |  | (3) | (3) | Class A<br>Common<br>Stock |  |  |  |  |  |  |  |  | 153,272<br>Shares |
|                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D)                                                                 |                                                        |  |  |  |  |      |   |     |     |  |                            |     |  |  |  |  |     |     |                            |  |  |  |  |  |  |  |  |                   |
| Class B<br>Common<br>Stock                                                                                                                                                                                                                                                                                                                                                                         | (3)                                                                   |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | (3)                                                                 | Class A<br>Common<br>Stock                             |  |  |  |  |      |   |     |     |  |                            |     |  |  |  |  |     |     |                            |  |  |  |  |  |  |  |  |                   |
|                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                       |                                         |                                                             |                                         |                                                                                                                       |                                                                |                                                                     | 153,272<br>Shares                                      |  |  |  |  |      |   |     |     |  |                            |     |  |  |  |  |     |     |                            |  |  |  |  |  |  |  |  |                   |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                                     |       |
|------------------------------------------------------------------|---------------|-----------|-------------------------------------|-------|
|                                                                  | Director      | 10% Owner | Officer                             | Other |
| McGoff Peter M<br>900 JEFFERSON AVENUE<br>REDWOOD CITY, CA 94063 |               |           | SVP, Gen.<br>Counsel &<br>Secretary |       |

## Signatures

/s/ Peter McGoff 12/22/2015

\_\_Signature of Date  
Reporting Person

## 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 shares that have been withheld by the Issuer to satisfy its income tax and withholding and remittance obligations in connection with the net settlement of restricted stock units (RSUs) and does not represent a sale by the Reporting Person.  
Includes 25,782 RSUs. Each RSU represents a contingent right to receive one share of the Issuer's Class B common stock upon
- (2) settlement. 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.
- (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.
- (4) Includes 487 shares of Class B Common Stock issued in connection with the net settlement of RSUs on December 20, 2015.

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.