

Mannie Jeff
Form 4
June 18, 2018

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 *
Mannie Jeff

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

900 JEFFERSON AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP Controller & Chief Acct Ofr

(Street)

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

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

REDWOOD CITY, CA 94063

(City) (State) (Zip)

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
Class A Common Stock	06/14/2018		C		40,451	A	<u>(1)</u> 108,151 <u>(2)</u> <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)

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

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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 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	<u>(1)</u>	06/14/2018		C	40,451	<u>(1)</u> <u>(1)</u>	Class A Common Stock	40,451
Employee Stock Option (right to buy)	\$ 4.63	06/14/2018		J ⁽²⁾	95,000	<u>(4)</u> 05/12/2023	Class B Common Stock	95,000
Employee Stock Option (right to buy)	\$ 4.63	06/14/2018		J ⁽²⁾	95,000	<u>(4)</u> 05/12/2023	Class A Common Stock	95,000
Employee Stock Option (right to buy)	\$ 14.05	06/14/2018		J ⁽²⁾	15,000	<u>(5)</u> 01/01/2025	Class B Common Stock	15,000
Employee Stock Option (right to buy)	\$ 14.05	06/14/2018		J ⁽²⁾	15,000	<u>(5)</u> 01/01/2025	Class A Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mannie Jeff 900 JEFFERSON AVENUE REDWOOD CITY, CA 94063	VP Controller & Chief Acct Ofc

Signatures

/s/ David Leeb,
Attorney-in-Fact 06/18/2018

 **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) This does not represent a sale or purchase of Issuer's common stock; rather, it represents the automatic conversion of shares of the Issuer's Class B Common Stock into shares of the Issuer's Class A Common Stock, which occurred when outstanding Class B Common Stock no longer represented at least 5% of the Issuer's total outstanding common stock, as set forth in the Issuer's Amended and Restated Certificate of Incorporation.

(2) In connection with the automatic conversion described in footnote (1) above, outstanding Class B Common Stock restricted stock units and options that were issued under the Issuer's 2011 Equity Incentive Plan and 2006 Stock Incentive Plan remain unchanged, except that the underlying shares are now Class A Common Stock.

(3) Includes 56,875 RSUs that represent contingent rights to receive 56,875 shares of the Issuer's Class A Common Stock upon settlement.

(4) The shares subject to the option are fully vested and exercisable.

(5) 1/4 of the shares subject to the option vest on March 20, 2016, and 1/48 of the shares vest monthly thereafter.

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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