

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GENERAL ATLANTIC LLC

(Last) (First) (Middle)

**55 EAST 52ND STREET, 32ND
FLOOR**

(Street)

NEW YORK, NY 10055

(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		7,076,139	A	<u>(1)</u>	7,076,139	I	See Footnote <u>(4)</u> <u>(9)</u>
Existing Class A Common Stock	01/28/2015		J		7,076,139	D	<u>(2)</u>	0	I	See Footnote <u>(4)</u> <u>(9)</u>
Existing Class A Common Stock	01/28/2015		C		18,627	A	<u>(1)</u>	18,627	I	See Footnote <u>(5)</u> <u>(9)</u>

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Existing Class A Common Stock	01/28/2015	J	18,627	D	<u>(2)</u>	0	I	See Footnote <u>(5)</u> <u>(9)</u>
Existing Class A Common Stock	01/28/2015	C	441,949	A	<u>(1)</u>	441,949	I	See Footnote <u>(6)</u> <u>(9)</u>
Existing Class A Common Stock	01/28/2015	J	441,949	D	<u>(2)</u>	0	I	See Footnote <u>(6)</u> <u>(9)</u>
Existing Class A Common Stock	01/28/2015	C	82,194	A	<u>(1)</u>	82,194	I	See Footnote <u>(7)</u> <u>(9)</u>
Existing Class A Common Stock	01/28/2015	J	82,194	D	<u>(2)</u>	0	I	See Footnote <u>(7)</u> <u>(9)</u>
Existing Class A Common Stock	01/28/2015	C	17,651	A	<u>(1)</u>	17,651	I	See Footnote <u>(8)</u> <u>(9)</u>
Existing Class A Common Stock	01/28/2015	J	17,651	D	<u>(2)</u>	0	I	See Footnote <u>(8)</u> <u>(9)</u>

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)

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)	
						Date Exercisable	Expiration Date	Title	Amount
	(1)	01/28/2015		Code C	(A) 7,076,139	(1)	(1)		7

Series E Preferred Stock								Existing Class A Common Stock
Class B Common Stock	(3)	01/28/2015	J	7,076,139	(3)	(3)		Class A Common Stock
Series E Preferred Stock	(1)	01/28/2015	C	18,627	(1)	(1)		Existing Class A Common Stock
Class B Common Stock	(3)	01/28/2015	J	18,627	(3)	(3)		Class A Common Stock
Series E Preferred Stock	(1)	01/28/2015	C	441,949	(1)	(1)		Existing Class A Common Stock
Class B Common Stock	(3)	01/28/2015	J	441,949	(3)	(3)		Class A Common Stock
Series E Preferred Stock	(1)	01/28/2015	C	82,194	(1)	(1)		Existing Class A Common Stock
Class B Common Stock	(3)	01/28/2015	J	82,194	(3)	(3)		Class A Common Stock
Series E Preferred Stock	(1)	01/28/2015	C	17,651	(1)	(1)		Existing Class A Common Stock
Class B Common Stock	(3)	01/28/2015	J	17,651	(3)	(3)		Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENERAL ATLANTIC LLC 55 EAST 52ND STREET 32ND FLOOR NEW YORK, NY 10055		X		

GENERAL ATLANTIC GENPAR, L.P.
C/O GENERAL ATLANTIC SERVICE CO., LLC
55 EAST 52ND STREET, 32ND FLOOR
NEW YORK, NY 10055 X

General Atlantic Partners 90, L.P.
C/O GENERAL ATLANTIC SERVICE CO., LLC
55 EAST 52ND STREET, 32ND FLOOR
NEW YORK, NY 10055 X

GAP Coinvestments CDA, L.P.
C/O GENERAL ATLANTIC SERVICE CO., LLC
55 EAST 52ND STREET, 32ND FLOOR
NEW YORK, NY 10055 X

GAP COINVESTMENTS III LLC
C/O GENERAL ATLANTIC SERVICE CO., LLC
55 EAST 52ND STREET, 32ND FLOOR
NEW YORK, NY 10055 X

GAP COINVESTMENTS IV LLC
C/O GENERAL ATLANTIC SERVICE CO., LLC
55 EAST 52ND STREET, 32ND FLOOR
NEW YORK, NY 10055 X

GAPCO GMBH & CO KG
C/O GENERAL ATLANTIC SERVICE CO., LLC
55 EAST 52ND STREET, 32ND FLOOR
NEW YORK, NY 10055 X

GAPCO MANAGEMENT GMBH
C/O GENERAL ATLANTIC SERVICE CO., LLC
55 EAST 52ND STREET, 32ND FLOOR
NEW YORK, NY 10055 X

Signatures

/s/ Thomas J.
Murphy 01/30/2015

 Signature of
Reporting Person Date

/s/ Thomas J.
Murphy 01/30/2015

 Signature of
Reporting Person Date

/s/ Thomas J.
Murphy 01/30/2015

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Murphy 01/30/2015

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Murphy 01/30/2015

**Signature of
Reporting Person

Date

/s/ Thomas J.
Murphy 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 E 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) Immediately prior to the closing of the Issuer's initial public offering and following the conversion 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.
- (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) By General Atlantic Partners 90, L.P. ("GAP 90")
- (5) By GAP Coinvestments CDA, L.P. ("CDA")
- (6) By GAP Coinvestments III LLC ("GAPCO III")
- (7) By GAP Coinvestments IV LLC ("GAPCO IV")
- (8) By GAPCO GmbH & Co, KG ("GAPCO KG")
- (9) The general partner of GAP 90 is General Atlantic GenPar, L.P. ("GA GenPar") and the general partner of GA GenPar is General Atlantic LLC ("GA LLC"). GA LLC is the managing member of GAPCO III and GAPCO IV and the general partner of CDA. The general partner of GAPCO KG is GAPCO Management GmbH ("Management"). The Managing Directors of GA LLC control the voting and dispositive decisions made by GAPCO KG and Management.

Remarks:

Each of the reporting persons described in the notes above may be deemed to be a "group" for purposes of the Se

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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