

BOX INC

Form 4

September 14, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Meritech Capital Associates IV,
L.L.C.

(Last) (First) (Middle)

245 LYTTON AVENUE, SUITE
125

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2015

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 | | | |
| Class A Common Stock | 09/10/2015 | | S | | 19,323 | D \$ 14.308 (1) | 2,679,722 | I | See footnote (2) |
| Class A Common Stock | 09/10/2015 | | S | | 477 | D \$ 14.308 (1) | 66,176 | I | See footnote (3) |

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)

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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Meritech Capital Associates IV, L.L.C. 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301 | | X | | |
| Meritech Capital Partners IV L.P. 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301 | | X | | |
| Meritech Capital Affiliates IV L.P. 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301 | | X | | |
| Ward Rob 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301 | | X | | |
| Sherman Craig 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301 | | X | | |
| MADERA PAUL S 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301 | | X | | |
| GORDON MICHAEL B 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301 | | X | | |
| Bischof George 245 LYTTON AVENUE, SUITE 125 PALO ALTO, CA 94301 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Joel Backman, attorney-in-fact for Meritech Capital Associates IV L.L.C. | 09/14/2015 |
| __Signature of Reporting Person | Date |
| /s/ Joel Backman, attorney-in-fact for Meritech Capital Partners IV L.P. | 09/14/2015 |
| __Signature of Reporting Person | Date |
| /s/ Joel Backman, attorney-in-fact for Meritech Capital Affiliates IV L.P. | 09/14/2015 |
| __Signature of Reporting Person | Date |
| /s/ Joel Backman, attorney-in-fact for Rob Ward | 09/14/2015 |
| __Signature of Reporting Person | Date |
| /s/ Joel Backman, attorney-in-fact for Craig Sherman | 09/14/2015 |
| __Signature of Reporting Person | Date |
| /s/ Joel Backman, attorney-in-fact for Paul Madera | 09/14/2015 |
| __Signature of Reporting Person | Date |
| /s/ Joel Backman, attorney-in-fact for Michael Gordon | 09/14/2015 |
| __Signature of Reporting Person | Date |
| /s/ Joel Backman, attorney-in-fact for George Bischof | 09/14/2015 |
| __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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.25 to \$14.40, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The reported securities are held of record by Meritech Capital Partners IV L.P. ("MCP IV"). Meritech Capital Associates IV L.L.C., the general partner of MCP IV, has sole voting and dispositive power with respect to the securities held by MCP IV. Paul S. Madera, Michael B. Gordon, Robert D. Ward, George H. Bischof and Craig Sherman, the managing members of Meritech Capital Associates IV L.L.C., share voting and dispositive power with respect to the shares held by MCP IV. Such persons and entities disclaim beneficial ownership of the securities held by MCP IV except to the extent of any pecuniary interest therein.

(3) The reported securities are held of record by Meritech Capital Affiliates IV L.P. ("MCA IV"). Meritech Capital Associates IV L.L.C., the general partner of MCA IV, has sole voting and dispositive power with respect to the securities held by MCA IV. Paul S. Madera, Michael B. Gordon, Robert D. Ward, George H. Bischof and Craig Sherman, the managing members of Meritech Capital Associates IV L.L.C., share voting and dispositive power with respect to the shares held by MCA IV. Such persons and entities disclaim beneficial ownership of the securities held by MCA IV except to the extent of any pecuniary interest therein.

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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