

BOX INC  
Form 3  
January 22, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Smith Dylan C</p> <p>(Last) (First) (Middle)</p> <p>4440 EL CAMINO REAL</p> <p>(Street)</p> <p>LOS ALTOS,Â CAÂ 94022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/22/2015</p>	<p>3. Issuer Name <b>and</b> Ticker or Trading Symbol</p> <p>BOX INC [BOX]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Financial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Existing Class A Common Stock	1,316,545	D	Â
Existing Class A Common Stock	85,000	I	See footnote <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	04/06/2021	Existing Class A Common Stock	17,362	\$ 0.59	D	Â
Employee Stock Option (right to buy)	Â (3)	03/31/2022	Existing Class B Common Stock (4)	240,000	\$ 1.16	D	Â
Employee Stock Option (right to buy)	Â (5)	03/31/2022	Existing Class B Common Stock (4)	140,000	\$ 1.16	D	Â
Employee Stock Option (right to buy)	Â (6)	02/06/2023	Existing Class B Common Stock (4)	140,000	\$ 4.63	D	Â
Employee Stock Option (right to buy)	Â (7)	04/02/2024	Existing Class B Common Stock (4)	140,000	\$ 17.85	D	Â
Employee Stock Option (right to buy)	Â (8)	01/01/2025	Existing Class B Common Stock (4)	120,000	\$ 14.05	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Dylan C 4440 EL CAMINO REAL LOS ALTOS, CA 94022	Â X	Â X	Â Chief Financial Officer	Â

## Signatures

/s/ Peter McGoff,  
Attorney-in-Fact

01/22/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 shares are held of record by the DCS GRAT of 2014, for which the Reporting Person serves as trustee.

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- (2) The shares subject to the option are fully vested and exercisable.
- (3) 1/36 of the shares subject to the option vested on February 1, 2012, and 1/36 of the shares vest monthly thereafter.
- (4) Each share of the Issuer's existing Class B Common Stock ("Existing Class B Common Stock") is convertible into one share of the Issuer's existing Class A Common Stock ("Existing Class A Common Stock") upon the election of the Issuer and has no expiration date.
- (5) 1/96 of the shares subject to the option vested monthly over two years beginning on February 1, 2012, and 1/32 of the shares vest monthly thereafter.
- (6) 1/96 of the shares subject to the option vested monthly over two years beginning on February 1, 2013, and 1/32 of the shares vest monthly thereafter.
- (7) 1/4 of the shares subject to the option vest on February 1, 2015, and 1/48 of the shares vest monthly thereafter.
- (8) 1/4 of the shares subject to the option vest on March 20, 2016, and 1/48 of the shares vest monthly thereafter.

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### **Remarks:**

Exhibit 24 - Power of Attorney

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.