

BOX INC
Form 4
January 30, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bessemer Venture Partners VIII L.P.

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(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 | | |
| | | | | | | | | (1) | | |
| | | | | | | | | (2) | | |
| | | | | | | | | (3) | | |
| | | | | | | | | (4) | | |
| | | | | | | | | (5) | | |
| | | | | | | | | (6) | | |
| Existing Class A Common Stock | 01/28/2015 | | C | | 5,037,091 | A | | 5,037,091 | I | See footnotes (7) (8) |
| Existing Class A Common Stock (9) | 01/28/2015 | | J | | 5,037,091 | D | (9) | 0 | I | See footnotes (8) |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------|-----------|----------------------------------------------------------|------------------|-------------------------------------------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | |
| Series A Preferred Stock <u>(1)</u> | <u>(1)</u> | 01/28/2015 | | C | | 350,514 | <u>(1)</u> | <u>(1)</u> | Existing Class A Common Stock |
| Series B Preferred Stock <u>(2)</u> | <u>(2)</u> | 01/28/2015 | | C | | 1,345,970 | <u>(2)</u> | <u>(2)</u> | Existing Class A Common Stock |
| Series C Preferred Stock <u>(3)</u> | <u>(3)</u> | 01/28/2015 | | C | | 509,633 | <u>(3)</u> | <u>(3)</u> | Existing Class A Common Stock |
| Series D-2 Preferred Stock <u>(4)</u> | <u>(4)</u> | 01/28/2015 | | C | | 1,654,588 | <u>(4)</u> | <u>(4)</u> | Existing Class A Common Stock |
| Series E Preferred Stock <u>(5)</u> | <u>(5)</u> | 01/28/2015 | | C | | 916,386 | <u>(5)</u> | <u>(5)</u> | Existing Class A Common Stock |
| Series E-1 Preferred Stock <u>(6)</u> | <u>(6)</u> | 01/28/2015 | | C | | 260,000 | <u>(6)</u> | <u>(6)</u> | Existing Class A Common Stock |
| Class B Common Stock <u>(9)</u> <u>(17)</u> | <u>(9)</u> | 01/28/2015 | | J | 5,037,091 | | <u>(17)</u> | <u>(17)</u> | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bessemer Venture Partners VIII L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | | X | | |
| Bessemer Venture Partners VIII Institutional L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | | X | | |
| Deer VIII & Co. L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | X | X | | |
| Deer VIII & Co. Ltd. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | | X | | |

Signatures

| | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| /s/ J. Edmund Colloton, Director, Deer VIII & Co. Ltd., the General Partner for Deer VIII & Co. L.P., the General Partner for BVP VIII Institutional L.P. and Bessemer Venture Partners VIII L.P. | 01/30/2015 |
| __Signature of Reporting Person | Date |
| /s/ J. Edmund Colloton, Director, Deer VIII & Co. Ltd., the General Partner for Deer VIII & Co. L.P. | 01/30/2015 |
| __Signature of Reporting Person | Date |
| /s/ J. Edmund Colloton, Director, Deer VIII & Co. Ltd. | 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 A 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) The Series B Preferred Stock automatically converted into 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.
- (3) The Series C Preferred Stock automatically converted into 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.
- (4) The Series D-2 Preferred Stock automatically converted into 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.
- (5)

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The Series E Preferred Stock automatically converted into 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.

- (6) The Series E-1 Preferred Stock automatically converted into 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.
- After the above conversions, Bessemer Venture Partners VIII Institutional L.P. ("BVP VIII Inst") and Bessemer Venture Partners VIII L.P. ("BVP VIII", and together with BVP VIII Inst, the "Funds") owned 2,750,252 and 2,286,839 shares, respectively, of Existing Class A Common Stock.
- (7) Deer VIII & Co. L.P. ("Deer VIII") is the general partner of each of the Funds. Deer VIII & Co. Ltd ("Deer Ltd.") is the general partner of Deer VIII. Deer VIII disclaims beneficial ownership of the shares held by the Funds (the "Shares") and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Shares, except to the extent of its pecuniary interest, if any, in the Shares by virtue of its general partner interests in the Funds. Deer Ltd. disclaims beneficial ownership of the Shares and this report shall not be deemed an admission that such reporting person is the beneficial owner of such Shares, except to the extent of its pecuniary interest, if any, in the Shares by virtue of its general partner interest in Deer VIII.
- (8) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series 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.
- (9) Following the reclassification of Existing Class A to Class B Common Stock, BVP VIII Inst and BVP VIII own 2,750,252 and 2,286,839 shares, respectively, of the Class B Common Stock.
- (10) BVP VIII Inst and BVP VIII owned 191,381 and 159,133 shares, respectively, of the Series A Preferred Stock.
- (11) BVP VIII Inst and BVP VIII owned 734,900 and 611,070 shares, respectively, of the Series B Preferred Stock.
- (12) BVP VIII Inst and BVP VIII owned 278,260 and 231,373 shares, respectively, of the Series C Preferred Stock.
- (13) BVP VIII Inst and BVP VIII owned 903,405 and 751,183 shares, respectively, of the Series D-2 Preferred Stock.
- (14) BVP VIII Inst and BVP VIII owned 500,346 and 416,040 shares, respectively, of the Series E Preferred Stock.
- (15) BVP VIII Inst and BVP VIII owned 141,960 and 118,040 shares, respectively, of the Series E-1 Preferred Stock.
- (16) 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.
- (17)

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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