

BOX INC
Form 4
October 26, 2015

FORM 4

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

OMB APPROVAL

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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)
10/22/2015

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) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---|-----------------------------|
| Class A Common Stock | 10/22/2015 | | C ⁽¹⁾ | V | 1,900 ⁽²⁾ | A | \$ 0 ⁽¹⁾ 1,900 ⁽²⁾ | I | See Footnote ⁽⁵⁾ |
| Class A Common Stock | 10/22/2015 | | S | | 1,900 ⁽²⁾ | D | \$ 13.0153 ⁽³⁾ 0 ⁽¹⁾ | I | See Footnote ⁽⁵⁾ |
| Class A Common Stock | 10/23/2015 | | C ⁽¹⁾ | | 35,670 ⁽⁶⁾ | A | \$ 0 ⁽¹⁾ 35,670 ⁽⁶⁾ | I | See Footnote ⁽⁵⁾ |
| Class A Common Stock | 10/23/2015 | | S | | 35,670 | D | \$ 0 ⁽¹⁾ | I | See |

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| | | | | | | | | | | |
|----------------------|------------|--|-------------------------|--|-----------------------------|---|-----------------------------------|-------------------------|---|-------------------------|
| Common Stock | | | <u>(6)</u> | | 13,0158 | | | Footnote <u>(5)</u> | | |
| Class A Common Stock | 10/26/2015 | | <u>C</u> ⁽¹⁾ | | <u>2,656</u> ⁽⁹⁾ | A | \$ <u>0</u> ⁽¹⁾ | 2,656 <u>(9)</u> | I | See Footnote <u>(5)</u> |
| Class A Common Stock | 10/26/2015 | | S | | <u>2,656</u> ⁽⁹⁾ | D | \$ <u>13.0038</u> ⁽¹¹⁾ | <u>0</u> ⁽¹⁾ | I | See Footnote <u>(5)</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.

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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) (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. P Deriv Sec (Instr. 3) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | <u>(1)</u> | 10/22/2015 | | C | 1,900 <u>(2)</u> | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 1,900 <u>(2)</u> |
| Class B Common Stock | <u>(1)</u> | 10/23/2015 | | C | 35,670 <u>(6)</u> | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 35,670 <u>(6)</u> |
| Class B Common Stock | <u>(1)</u> | 10/26/2015 | | C | 2,656 <u>(9)</u> | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 2,656 <u>(9)</u> |

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

X

LARCHMONT, NY 10538

Deer VIII & Co. Ltd.
 C/O BESSEMER VENTURE PARTNERS X
 1865 PALMER AVENUE, SUITE 104
 LARCHMONT, NY 10538

Deer VIII & Co. L.P.
 C/O BESSEMER VENTURE PARTNERS X
 1865 PALMER AVENUE, SUITE 104
 LARCHMONT, NY 10538

Bessemer Venture Partners VIII Institutional L.P.
 C/O BESSEMER VENTURE PARTNERS X
 1865 PALMER AVENUE, SUITE 104
 LARCHMONT, NY 10538

Signatures

/s/ Scott Ring, General Counsel of Deer VIII & Co. Ltd., the General Partner for Deer VIII & Co. L.P., the General Partner of Bessemer Venture Partners VIII Institutional L.P. and Bessemer Venture Partners VIII L.P. 10/26/2015
 __Signature of Reporting Person Date

/s/ Scott Ring, General Counsel of Deer VIII & Co. Ltd., the General Partner for Deer VIII & Co. L.P. 10/26/2015
 __Signature of Reporting Person Date

/s/ Scott Ring, General Counsel of Deer VIII & Co. Ltd. 10/26/2015
 __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) 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.
- (2) Represents 863 shares sold by Bessemer Venture Partners VIII L.P. ("BVP VIII") and 1,037 shares sold by Bessemer Venture Partners VIII Institutional L.P. ("BVP VIII Inst," and together with BVP VIII, the "Funds").
 The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported Transaction ranged from \$13.00 to \$13.03. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (3) After the reported transaction, BVP VIII owned 2,176,240 shares and BVP VIII Inst owned 2,617,239 shares.
- (4) 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.
- (5) Represents 16,194 shares sold by BVP VIII and 19,476 shares sold by BVP VIII Inst.
- (6) After the reported transaction, BVP VIII owned 2,160,046 shares and BVP VIII Inst owned 2,597,763 shares.
- (7)
- (8)

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The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported Transaction ranged from \$13.00 to \$13.09. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.

- (9) Represents 1206 shares sold by BVP VIII and 1450 shares sold by BVP VIII Inst.
- (10) After the reported transaction, BVP VIII owned 2,158,840 shares and BVP VIII Inst owned 2,596,313 shares.

- The price reported represents the weighted average sale price of the shares sold. The prices of the shares sold in the Reported Transaction ranged from \$13.00 to \$13.02. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (11)

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.