

O'Driscoll Rory
Form 4
December 21, 2017

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 *
O'Driscoll Rory

(Last) (First) (Middle)

C/O SCALE VENTURE
MANAGEMENT III, LLC, 950
TOWER LANE, SUITE 1150

(Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Class A Common Stock | 12/19/2017 | | C ⁽¹⁾ | 184,000 | A (2) 184,000 | I | See footnote (3) |
| Class A Common Stock | 12/19/2017 | | S | 184,000 | D \$ 20.97 ⁽⁴⁾ 0 | I | See footnote (3) |
| Class A Common Stock | 12/20/2017 | | C ⁽¹⁾ | 216,000 | A (2) 216,000 | I | See footnote (3) |
| Class A | 12/20/2017 | | S | 216,000 | D \$ 0 | I | See |

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| | | | | | | | | |
|----------------------|------------|------|---------|---|--------------------|-----------|---|------------------------|
| Common Stock | | | | | 20.92 (5) | | | footnote (3) |
| Class A Common Stock | 12/21/2017 | C(1) | 192,309 | A | (2) | 192,309 | I | See footnote (3) |
| Class A Common Stock | 12/21/2017 | S | 192,309 | D | \$ 20.76 (6) | 0 | I | See footnote (3) |
| Class A Common Stock | | | | | | 14,284 | I | See footnote (7) |
| Class A Common Stock | | | | | | 5,382 (8) | D | |

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

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Class B Common Stock | (2) | 12/19/2017 | | C(1) | 184,000 | (2) (2) | Class A Common Stock | 184,000 |
| Class B Common Stock | (2) | 12/20/2017 | | C(1) | 216,000 | (2) (2) | Class A Common Stock | 216,000 |
| Class B Common Stock | (2) | 12/21/2017 | | C(1) | 192,309 | (2) (2) | Class A Common Stock | 192,309 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

O'Driscoll Rory
C/O SCALE VENTURE MANAGEMENT III, LLC
950 TOWER LANE, SUITE 1150
FOSTER CITY, CA 94404

X

Signatures

/s/ Rory

O'Driscoll

12/21/2017

__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) Represents the conversion of Class B Common Stock into Class A Common Stock held by Scale Venture Partners III, L.P. ("SVP III").

(2) 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.

(3) The shares are held of record by SVP III. Scale Venture Management III, LLC ("SVM III"), the general partner of SVP III, has sole voting and dispositive power with respect to the shares held by SVP III. Stacey Bishop, Kate Mitchell, Rory O'Driscoll and Andy Vitus, the managing members of SVM III, share voting and dispositive power with respect to the shares held by SVP III. The reporting person disclaims beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

(4) The shares were sold at prices ranging from \$20.88 to \$21.26. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(5) The shares were sold at prices ranging from \$20.85 to \$21.14. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(6) The shares were sold at prices ranging from \$20.70 to \$21.03. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.

(7) The shares are held of record by Scale Management, LLC ("Scale Management"). Stacey Bishop, Kate Mitchell, Rory O'Driscoll and Andy Vitus, the managing members of Scale Management, share voting and dispositive power with respect to the shares held by Scale Management. The reporting person disclaims beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

(8) Pursuant to the policies of Scale Venture Partners III, LP ("Scale Partners") and Scale Management III, LLC ("Scale Management III") and Scale Management the Reporting Person is deemed to hold the reported security for the benefit of Scale Management. Scale Management may be deemed the indirect beneficial owner of the security. The Reporting Person disclaims beneficial ownership of the security except to the extent of his 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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