

BOX INC
Form SC 13G/A
January 31, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)*

Box, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

10316T104

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 14

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1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON
U.S. Venture Partners IX, L.P. ("USVP
IX")

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

3 (a) ☐ (b) ☒
SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
0 shares.
SHARES

BENEFICIALLY

OWNED BY
EACH 6 SHARED VOTING POWER
See response to row 5.
REPORTING

PERSON

WITH
7 SOLE DISPOSITIVE POWER
0 shares.
8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 H
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11 ..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

H.0%

TYPE OF REPORTING PERSON*

12

PN

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1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON
Presidio Management Group IX, L.L.C.
2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

3 (a) ☐ (b) ☒
SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
0 shares.
SHARES

BENEFICIALLY

OWNED BY
EACH

REPORTING 6 SHARED VOTING POWER
See response to row 5.

PERSON

WITH

7 SOLE DISPOSITIVE POWER
0 shares.
8 SHARED DISPOSITIVE POWER
See response to row 7.
9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 H
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11 ..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

H.0%

TYPE OF REPORTING PERSON*

12

OO

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NAME OF REPORTING PERSON

1
Irwin Federman

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2
(a) ☐ (b) ☒

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 shares.

6 SHARED VOTING POWER

0 shares.

NUMBER OF
SHARES

7 SOLE DISPOSITIVE POWER
0 shares.

BENEFICIALLY

OWNED BY
EACH

8 SHARED DISPOSITIVE POWER
0 shares.

REPORTING

PERSON

WITH

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 H
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

..

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

11

H.0%

TYPE OF REPORTING PERSON*

12

IN

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NAME OF REPORTING PERSON

1
Steven M. Krausz

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2
(a) ☐ (b) ☒
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
42,852 Class A shares.
SHARES
BENEFICIALLY
OWNED BY
EACH 6 SHARED VOTING POWER
0 shares.

REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER
42,852 Class A shares.
8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 L2,852
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11 ..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

H.0%

TYPE OF REPORTING PERSON*

12

IN

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NAME OF REPORTING PERSON

1 David Liddle

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2 (a) ☐ (b) ☒

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
0 shares.

SHARES
BENEFICIALLY
OWNED BY
EACH

6 SHARED VOTING POWER
0 shares.

REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 H
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

H.0%

TYPE OF REPORTING PERSON*

12

IN

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NAME OF REPORTING PERSON

1 Paul Matteucci

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2 (a) ☐ (b) ☒

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
0 shares.

SHARES
BENEFICIALLY
OWNED BY
EACH

6 SHARED VOTING POWER
0 shares.

REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 H
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

H.0%

TYPE OF REPORTING PERSON*

12

IN

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NAME OF REPORTING PERSON

1 Jonathan D. Root

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2 (a) ☐ (b) ☒

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
0 shares.

SHARES
BENEFICIALLY
OWNED BY
EACH

6 SHARED VOTING POWER
0 shares.

REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 H
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

H.0%

TYPE OF REPORTING PERSON*

12

IN

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NAME OF REPORTING PERSON

1
Casey M. Tansey

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2
(a) ☐ (b) ☒

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
0 shares.

SHARES
BENEFICIALLY
OWNED BY
EACH

6 SHARED VOTING POWER
0 shares.

REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 H
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

H.0%

TYPE OF REPORTING PERSON*

12

IN

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NAME OF REPORTING PERSON

1 Philip M. Young

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2
(a) ☐ (b) ☒
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
0 shares.

SHARES
BENEFICIALLY
OWNED BY
EACH

6 SHARED VOTING POWER
0 shares.

REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 H
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9

H.0%

TYPE OF REPORTING PERSON*

12

IN

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This Amendment No. 2 to Schedule 13G amends and restates in its entirety the Schedule 13G previously filed by Presidio Management Group IX, L.L.C. ("PMG IX"), U.S. Venture Partners IX, L.P. ("USVP IX"), Irwin Federman ("Federman"), Steven M. Krausz ("Krausz"), David Liddle ("Liddle"), Paul Matteucci ("Matteucci"), Jonathan D. Root ("Root"), Casey M. Tansey ("Tansey") and Philip M. Young ("Young") (together with all prior and current amendments thereto, this "Schedule 13G").

NAME OF ISSUER

ITEM 1(A).

Box, Inc.

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

ITEM 1(B).

900 Jefferson Ave.

Redwood City, California 94063

NAME OF PERSONS FILING

ITEM 2(A).

This Schedule 13G is filed by PMG IX, USVP IX, Federman, Krausz, Liddle, Matteucci, Root, Tansey and Young. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

PMG IX, the general partner of USVP IX, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by USVP IX. Federman, Krausz, Liddle, Matteucci, Root, Tansey and Young are managing members of PMG IX and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by USVP IX.

ADDRESS OF PRINCIPAL OFFICE

ITEM 2(B).

The address for each of the Reporting Persons is:

U.S. Venture Partners

1460 El Camino Real, Suite 100

Menlo Park, California 94025

CITIZENSHIP

ITEM

2(C) USVP IX is a Delaware limited partnership. PMG IX is a Delaware limited liability company. Federman, Krausz, Liddle, Matteucci, Root, Tansey and Young are United States citizens.

ITEM 2(D)

TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

AND (E).

Class A Common Stock

CUSIP # 10316T104

ITEM 3.

Not Applicable.

OWNERSHIP

ITEM

4. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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Amount beneficially owned:

(a)

See Row 9 of cover page for each Reporting Person.

Percent of Class:

(b)

See Row 11 of cover page for each Reporting Person.

Number of shares as to which such person has:

(c)

Sole power to vote or to direct the vote:

(i)

See Row 5 of cover page for each Reporting Person.

Shared power to vote or to direct the vote:

(ii)

See Row 6 of cover page for each Reporting Person.

Sole power to dispose or to direct the disposition of:

(iii)

See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

(iv)

See Row 8 of cover page for each Reporting Person.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

ITEM

5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x Yes

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

ITEM 6.

Please see Item 5.

IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
ITEM 7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

ITEM 8.

Not applicable.

NOTICE OF DISSOLUTION OF GROUP.

ITEM 9.

Not applicable.

CERTIFICATION.

ITEM 10.

Not applicable.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 31, 2018

Irwin Federman

Steven M. Krausz

David Liddle

Paul Matteucci

PRESIDIO MANAGEMENT GROUP IX, L.L.C.

U.S. Venture Partners IX, L.P.
By Presidio Management Group IX, L.L.C.
Its General Partner

Jonathan D. Root

CASEY M. TANSEY

Philip M. Young

By: /s/ Dale Holladay_____

By: /s/ Dale Holladay_____

Dale Holladay, Chief Financial Officer/Attorney-In-Fact for the above-listed entities

Dale Holladay, Attorney-In-Fact for the above-listed individuals

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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EXHIBIT INDEX

<u>Exhibit</u>	Found on Sequentially <u>Numbered Page</u>
Exhibit A: Agreement of Joint Filing	15
Exhibit B: Power of Attorney	16

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exhibit A

Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Class A Common Stock of Box, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

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exhibit B

Power of Attorney

Dale Holladay has signed this Schedule 13G as Attorney-In-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.