

BOX INC
Form 4
June 13, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
LEVIN DANIEL J

(Last) (First) (Middle)
900 JEFFERSON AVENUE
(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2016

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)
President & COO

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|-------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 06/09/2016 | | C | | 83,011 | A | \$ 0 | 83,011 | I | See footnote <u>(1)</u> |
| Class A Common Stock | 06/09/2016 | | J ⁽²⁾ | | 83,011 | D | \$ 0 | 0 | I | See footnote <u>(1)</u> |
| Class A Common Stock | 06/09/2016 | | C | | 83,011 | A | \$ 0 | 83,011 | I | See footnote <u>(3)</u> |
| Class A Common | 06/09/2016 | | J ⁽⁴⁾ | | 83,011 | D | \$ 0 | 0 | I | See footnote <u>(3)</u> |

Stock

Class A

Common

Stock

3,079 ⁽⁵⁾ 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Class B Common Stock ⁽⁶⁾ | ⁽⁶⁾ | | | | | ⁽⁶⁾ ⁽⁶⁾ | Class A Common Stock 1,388,600 |
| Class B Common Stock ⁽⁶⁾ | ⁽⁶⁾ | 06/09/2016 | | C | 83,011 | ⁽⁶⁾ ⁽⁶⁾ | Class A Common Stock 83,011 |
| Class B Common Stock ⁽⁶⁾ | ⁽⁶⁾ | 06/09/2016 | | C | 83,011 | ⁽⁶⁾ ⁽⁶⁾ | Class A Common Stock 83,011 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEVIN DANIEL J 900 JEFFERSON AVENUE REDWOOD CITY, CA 94063 | X | | President & COO | |

Signatures

/s/ Peter McGoff,
Attorney-in-Fact

06/13/2016

 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 shares are held of record by the Daniel Levin GRAT dated 12/10/13 ("Levin GRAT"), for which the Reporting Person serves as trustee.
- (2) Shares of Class A Common Stock were distributed pursuant to the terms of, and in connection with, the termination of the Levin GRAT.
- (3) The shares are held of record by the Naomi J. Andrews GRAT dated 12/10/13 ("Andrews GRAT"), for which the Reporting Person's spouse serves as trustee.
- (4) Shares of Class A Common Stock were distributed pursuant to the terms of, and in connection with, the termination of the Andrews GRAT.
- (5) These shares were acquired by the Reporting Person pursuant to the Issuer's Employee Stock Purchase Plan.
- (6) 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.
This amount reflects the transfer of 51,173 shares of Class B Common Stock from the Levin GRAT and 51,173 shares of Class B Common Stock from the Andrews GRAT to Daniel J. Levin and Naomi J. Andrews, as Trustees of the Levin/Andrews Family Trust dated 9/18/99 ("Levin/Andrews Family Trust") as an annuity payment.
- (8) The shares are held of record by Daniel J. Levin and Naomi J. Andrews, as Trustees of the Levin/Andrews Family Trust.

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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